

SECURITIES AND EXCHANGE BOARD OF INDIA

ORDER

UNDER SECTIONS 11(1) AND SECTION 11(2)(h) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH REGULATION 11(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

IN THE MATTER OF PROPOSED ACQUISITION OF SHARES AND VOTING RIGHTS IN –

TARGET COMPANY	PROPOSED ACQUIRERS
MPS LIMITED	1. ANJU ARORA
	2. NISHITH ARORA FAMILY TRUST-2

Background –

1. MPS Limited (hereinafter referred to as the “**Target Company**”) is a company incorporated under the Companies Act, 1956 and having its registered office at RR Towers IV, Super A, 16/17, TVK Industrial Estate, Guindy, Chennai-600032. The equity shares of the Target Company are listed on the BSE Ltd. (“**BSE**”) and the National Stock Exchange of India Ltd. (“**NSE**”).
2. An Application dated January 23, 2025, along with emails dated February 17, 2025, February 21, 2025, March 12, 2025, March 17, 2025, March 18, 2025, March 19, 2025 and April 08, 2025 (hereinafter collectively referred to as “**Application**”) seeking exemption from the applicability of Regulations 3(1) and 5 read with Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations, 2011**”) was received by SEBI from Ms. Anju Arora (hereinafter referred to as “**Acquirer A**”) in her personal capacity, and from Mr. Nishith Arora, in his capacity as the Trustee of Nishith Arora Family Trust-2 (hereinafter referred to as “**Acquirer Trust**”/ “**NAFT-2**”) (hereinafter collectively referred to as “**Applicants**”/ “**Proposed Acquirers**”),

for a proposed indirect acquisition of shares in the Target Company by Acquirer A and the Acquirer Trust.

Details of the proposed acquisition:

3. The Applicants, vide their application submitted the following:

a) The issued, subscribed and paid-up equity share capital of the Target Company is Rs. 17,10,58,160 divided into 1,71,05,816 equity shares having a face value of Rs. 10/- each. The shareholding pattern of the Target Company as appearing on BSE Website is as under:

Shareholding in the Target Company			
Sr. No	Name	No. of Shares	% shareholding
A.	Promoter/Promoter Group		
1.	ADI BPO Services Limited	1,16,90,615	68.34
Total Promoter Shareholding		1,16,90,615	68.34
B.	Public shareholding	52,70,094	30.81
C.	Non-Promoter & Non-Public (Shares held by Employee Benefit Trust)	1,45,107	0.85
Total Shareholding		1,71,05,816	100

b) ADI BPO Services Limited (“**ADI BPO**”) is the promoter of the Target Company and holds 1,16,90,615 shares (68.34%) in the Target Company. The shareholding pattern of ADI BPO, as on the date of application, is as under:

Shareholding in ADI BPO			
Sr. No	Name	No. of Shares	% shareholding
1	Nishith Arora Family Trust	1,06,55,996	90.72
2	Anju Arora	1,00,000	0.85
3	Neha Rathor	1	-
4	Rahul Arora	1	-
5	Yamini Tandon	1	-
6	Aaryaman Rathor	1	-

Shareholding in ADI BPO			
Sr. No	Name	No. of Shares	% shareholding
7	ADI Media Private Limited	9,90,375	8.43
Total		1,17,46,375	100

- c) Further, the shareholding pattern of ADI Media Private Limited (“**ADI Media**”) which holds 8.43% shareholding in ADI BPO, as on the date of application, is as under:

Shareholding in ADI Media			
Sr. No	Name	No. of Shares	% shareholding
1	Neha Family Trust	2,07,999	99.99
2	Anju Arora	1	0.01
Total		2,08,000	100

- d) The details of the Settlor, Trustees and Beneficiaries of the Nishith Arora Family Trust (“**NAFT**”) and Neha Family Trust (“**NFT**”) are given below:

Nishith Arora Family Trust		
Status	Name	Relationship with Settlor
Settlor	Nishith Arora	Self
Trustee(s)	Nishith Arora	Self
	Anju Arora	Spouse
Beneficiaries	Anju Arora	Spouse
	Neha Rathor	Daughter
	Aaryaman Rathor	Grandson
	Amaira Rathor	Granddaughter
	Rahul Arora	Son

Neha Family Trust		
Status	Name	Relationship with Settlor
Settlor	Nishith Arora	Self
	Anju Arora	Spouse

Trustee(s)	Nishith Arora	Self
	Anju Arora	Spouse
Beneficiaries	Anju Arora	Spouse
	Neha Rathor	Daughter
	Aaryaman Rathor	Grandson
	Amaira Rathor	Granddaughter

- e) NAFT-2, settled under the provisions of the Indian Trusts Act, 1882 vide trust deed dated January 20, 2025 (read with supplementary deed dated February 18, 2025) is an irrevocable and discretionary trust. The details of the Settlers, Trustees and Beneficiaries of the Acquirer Trust are given below:

Nishith Arora Family Trust-2		
Status	Name	Relationship with Settlor
Settlor	Anju Arora	Self
Trustee(s)	Nishith Arora	Spouse
	Anju Arora	Self
Beneficiaries	Nishith Arora	Spouse
	Rahul Arora	Son
	Neil Arora	Grandson
	Saina Arora	Granddaughter
	Lineal Descendants of Rahul Arora	Lineal descendants of son of Settlor
	Neha Rathor and/or her lineal descendants*	Daughter of Settlor and her lineal descendants
*If neither Mr. Rahul Arora nor any of his lineal descendants survive, then Ms. Neha Rathor (Daughter of Settlor) and/or her surviving lineal descendants shall be the successor beneficiaries.		

- f) The acquisition of shares is proposed as follows:

Phase I of proposed acquisition:

- i. Acquirer A, one of the beneficiaries of Nishith Arora Family Trust, proposes to acquire 47,82,809 shares representing 40.72% of the equity share capital of ADI BPO from NAFT. Pursuant to this acquisition, Acquirer A will,

cumulatively with her existing shareholding of 0.85%, hold 48,82,809 shares representing 41.57% equity share capital of ADI BPO.

Name of the Company	Transferor	Acquirer	No of shares	% shareholding
ADI BPO	Nishith Arora Family Trust	Anju Arora	47,82,809	40.72

Phase II of proposed acquisition:

- ii. Acquirer A, one of the beneficiaries of Neha Family Trust, also proposes to acquire 2,07,998 equity shares constituting 99.99% of the equity share capital of ADI Media from NFT. Pursuant to above acquisition, Acquirer A will, cumulatively with her existing shareholding of 0.1%, hold 2,07,999 shares representing 99.99% equity share capital of ADI Media.

Name of the Company	Transferor	Acquirer	No of shares	% shareholding
ADI Media	Neha Family Trust	Anju Arora	2,07,998	99.99

Phase III and IV of proposed acquisition:

- iii. Subsequent to the completion of Phase I and II of the proposed acquisition, Acquirer A proposes to settle 48,82,809 equity shares (41.57%) of ADI BPO and 2,07,999 equity shares (99.99%) of ADI Media, into the Acquirer Trust. Thereafter, Acquirer A proposes to acquire 1 share of ADI Media from NFT. The aforesaid shares are proposed to be settled in the following manner:

Name of the Company	Transferor	Acquirer	No of shares	% shareholding
ADI BPO	Anju Arora	NAFT-2	48,82,809	41.57
ADI Media	Anju Arora	NAFT-2	2,07,999	99.99
ADI Media	NFT	Anju Arora	1	0.01

- iv. Pursuant to above transactions, NAFT-2 will hold 48,82,809 shares (41.57%) of ADI BPO and 2,07,999 shares (99.99%) of ADI Media and Ms. Anju Arora will continue to hold 1 share in ADI Media.
- g) The shares of ADI BPO and ADI Media would be transferred without any consideration to the Acquirer Trust.
- h) There would be no alteration in the total equity share capital of the Target Company as a result of the proposed acquisition.
- i) Pursuant to the proposed acquisition mentioned in the above phases, the Acquirer Trust along with NAFT would indirectly acquire control over the Target Company. The shareholding pattern of the Target Company before and after the proposed acquisition will be as under:

Particulars	Shareholding before the proposed acquisition		Proposed transaction		After the proposed acquisition	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Promoters & Promoter group other than Acquirer(s)						
ADI BPO	1,16,90,615	68.34	-	-	1,16,90,615	68.34
Acquirers and Persons Acting in Concert (PAC)						
NAFT-2	Nil	Nil	Nil	Nil	Nil	Nil
Anju Arora	Nil	Nil	Nil	Nil	Nil	Nil
Public						
Public Shareholding	52,70,094	30.81	-	-	52,70,094	30.81
Non-Promoter & Non-Public (Shares held by Employee Benefit Trust)	1,45,107	0.85	-	-	1,45,107	0.85
Total	1,71,05,816	100	-	-	1,71,05,816	100

4. The Applicants have, *inter alia*, provided the following grounds for seeking exemption from the applicability of the provisions of Regulations 3 and 5 read with Regulation 4 of the Takeover Regulations, 2011:

- (a) The proposed acquisition is pursuant to an internal reorganization within the family of the ultimate shareholders of the promoter and the transfer to the Acquirer Trust is intended to streamline succession and promote welfare of the promoter family. The proposed acquisition would be a non-commercial transaction which would not affect or prejudice the interests of the public shareholders of Target Company in any manner.
- (b) The proposed acquisition is structured in a way that the shares of the Target Company are intended to be held indirectly in equal proportion by the son (and his lineal descendants) and daughter (and her lineal descendants) of the ultimate shareholders/ beneficiaries (i.e., Mr. Nishith Arora and Ms. Anju Arora) of the Promoter.
- (c) The proposed acquisition would not result in change in control and management of the Target Company. The trustees and beneficiaries of the Acquirer Trust through whom control would be exercised over the assets of the transferor trusts, are also the members belonging to the family, being the ultimate beneficiaries of the promoter and promoter group of Target Company in their personal capacity.
- (d) The ultimate beneficiaries of the Acquirer Trust and the ultimate shareholders of ADI BPO and ADI Media belong to the same family, and the shares are not being settled by any third party. Thus, there is no real change in the shareholding and control of the Target Company. There is also no effective change in the exercise of voting power or in the control / management of the Target Company.
- (e) The pre-acquisition shareholding and post-acquisition shareholding of promoter and members of the promoter group in the Target Company would therefore remain the same. The change in the identity of persons exercising voting rights over the Target Company would only be between persons, who in their personal capacities, are persons belonging to the same family of the ultimate shareholder/ beneficiaries of the promoter and promoter group of the Target Company and are the relatives of the persons transferring the shares.
- (f) In any event, since the Acquirer Trust have been set up for the benefit of the members of promoter family, the trustees of the Acquirer Trust will exercise control only as part of promoter family. Therefore, regardless of

whether the trustees exercise control in their personal capacity or as trustees, the promoter family would continue to be in control of the Target Company.

- (g) The Acquirer Trust is in compliance with the following conditions outlined in the Chapter 8 of SEBI Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 ("**SEBI Circular**"):
- (i) The Acquirer Trust is in substance, only a mirror image of the promoters' holdings and consequently, there is no change of ownership or control of the shares or voting rights in the target company.
 - (ii) Only individual promoters or their immediate relatives or lineal descendants are Trustees and beneficiaries of the Acquirer Trust.
 - (iii) The beneficial interest of the beneficiaries of the Acquirer Trust has not been and will not in the future, be transferred, assigned or encumbered in any manner including by way of pledge/mortgage.
 - (iv) In case of dissolution of the Acquirer Trust, the assets will be distributed only to the beneficiaries of the trust or to their legal heirs;
 - (v) The Trustees will not be entitled to transfer or delegate any of their powers to any person other than one or more of themselves.
 - (vi) Any change in the trustees/beneficiaries and any change in ownership or control of shares or voting rights held by the Acquirer Trust shall be disclosed within 2 days to the concerned stock exchanges with a copy endorsed to SEBI for its record.
 - (vii) As far as the provisions of the SEBI Act, 1992 and the regulations framed thereunder are concerned, the ownership or control of shares or voting rights will be treated as vesting not only with the Trustees but also indirectly with the beneficiaries.
 - (viii) The liabilities and obligations of individual transferors under the SEBI Act, 1992 and the regulations framed thereunder will not change or get diluted due to transfers to the Acquirer Trust.
 - (ix) The Acquirer Trust shall confirm, on an annual basis, that they are in compliance with the exemption order passed by SEBI. The said confirmation shall be furnished to the Target Company which it shall disclose prominently as a note to the shareholding pattern filed for the

quarter ending March 31 each year, under regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (x) The Acquirer Trust shall get their compliance status certified by an independent auditor annually and furnish the certificate to the Stock Exchanges for public disclosure with a copy endorsed to SEBI for its records.
 - (xi) The proposed acquisitions are in accordance with the provisions of the Companies Act, 2013 and other applicable laws.
 - (xii) The transferors are disclosed as promoters in the shareholding pattern filed with the Stock Exchanges for a period of at least 3 years prior to the proposed acquisition.
 - (xiii) There is no layering in terms of trustees/beneficiaries in the case of the Acquirer Trust.
 - (xiv) The Trust Deeds do not contain any limitation of liability of the trustees/beneficiaries in relation to the provisions of the SEBI Act, 1992 and all regulations framed thereunder.
5. Further, in respect of the condition prescribed in the SEBI Circular that *“The transferors are disclosed as promoters in the shareholding pattern filed with the Stock Exchanges for a period of at least 3 years prior to transfer (except for holding on account of inheritance)”*, the submission of the Applicants is reproduced hereunder:
- (a) *“ADI BPO was incorporated on January 9, 2006 and Mr. Nishith Arora and Ms. Anju Arora were the promoters of ADI BPO and were the shareholders of ADI BPO since inception. Similarly, Mr. Nishith Arora and Ms. Anju Arora were the promoters of ADI Media and were the shareholders of ADI Media since inception i.e., January 10, 2003. Further, ADI Media is the shareholder of ADI BPO since March 31, 2009.*
 - (b) *In 2020, Pursuant to the SEBI exemption order (WTM/GM/CFD/70/ 2019-20) dated 14 February 2020, Mr. Nishith Arora settled his entire shareholding in ADI BPO constituting 90.72% stake to Nishith Arora Family Trust. Further, Mr. Nishith Arora and Ms. Anju Arora settled their entire shareholding in ADI Media constituting 99.99% stake to Neha Family Trust.*

- (c) *Post the settlement of shares of ADI BPO in 2020, Nishith Arora Family Trust is the promoter of ADI BPO which in turn continues to be the promoter of the Target Company till date. Similarly, Neha Family Trust is the promoter of ADI Media which holds 8.43% shareholding in ADI BPO since 2020.*
- (d) *In case of Acquirer A (i.e. Anju Arora), the transferors are Nishith Arora Family Trust (“NAFT”) and Neha Family Trust (NFT”). In case of Acquirer Trust (i.e. Nishith Arora Family Trust-2), the transferor is Anju Arora.*
- (e) *ADI BPO was incorporated on January 9, 2006. Please note that NAFT is the promoters of ADI BPO and have been the shareholders of ADI BPO since 2020 [i.e., for more than 3 years]. Ms. Anju Arora is one of the Primary beneficiaries of NAFT and has been so since 2019 [i.e., for more than 3 years]. Similarly, NFT is the promoter of ADI Media and have been the shareholder of ADI Media since 2020 [i.e., for more than 3 years]. Further, ADI Media is the shareholder of ADI BPO since March 31, 2009 [i.e., for more than 3 years].*
- (f) *ADI BPO acquired Target Company in year 2011 and continues to be disclosed as the promoter of the Target Company till date [i.e., for more than 3 years]. Thus, NAFT, NFT and Ms. Anju Arora have been the shareholders of Target Company [through ADI BPO and ADI Media] for more than 3 years.*
- (g) *Accordingly, the transferors viz. Nishith Arora Family Trust, Neha Family Trust and Anju Arora do not directly hold shares of the Target Company. This is a case of indirect acquisition and transferor is not a shareholder of the Target Company. ADI BPO which is directly/ indirectly controlled by the transferors have been shown as Promoters in the shareholding pattern for more than 3 years.”*

Consideration

6. I have considered the Application submitted by Acquirer A and the Acquirer Trust and other material available on record. Before I proceed further, it would be appropriate to quote the relevant provisions of the Takeover Regulations, 2011 as under:

“Substantial acquisition of shares or voting rights.

3(1): *No acquirer shall acquire shares or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, entitle them to exercise twenty-five per cent or more of the voting rights in such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations*

Acquisition of control.

4. *Irrespective of acquisition or holding of shares or voting rights in a target company, no acquirer shall acquire, directly or indirectly, control over such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.*

Indirect acquisition of shares or control.

Indirect acquisition of shares or control.

5(1). *For the purposes of regulation 3 and regulation 4, acquisition of shares or voting rights in, or control over, any company or other entity, that would enable any person and persons acting in concert with him to exercise or direct the exercise of such percentage of voting rights in, or control over, a target company, the acquisition of which would otherwise attract the obligation to make a public announcement of an open offer for acquiring shares under these regulations, shall be considered as an indirect acquisition of shares or voting rights in, or control over the target company.”*

7. Without reiterating the facts as stated above, I note the following:
- (a) The Application submitted is in respect of the proposed indirect acquisition of shares and voting rights in the Target Company, i.e., **MPS Limited**. The proposed acquisition as detailed above, which is to be made by the Acquirers, will lead to the indirect acquisition of control of the Target Company and will attract the provisions of Regulations 3 and 5 read with Regulation 4 of the Takeover Regulations, 2011.
 - (b) The proposed acquisitions are in furtherance to an internal reorganization within the Promoter Family and are intended to streamline succession and

promote the welfare of the Promoter Family. The proposed indirect acquisitions would be non-commercial transactions which would not affect or prejudice the interests of the public shareholders of the Target Company in any manner.

- (c) The trustees and beneficiaries of the Acquirer Trust, through which control would be exercised over the Target Company, are the immediate relatives or lineal descendants of the ultimate beneficiaries of the promoter and promoter group of Target Company.
- (d) There will be no change in control of the Target Company pursuant to the proposed acquisitions, as stipulated under the SEBI Circular.
- (e) The pre-acquisition and post-acquisition shareholding of the promoter and promoter group in the Target Company will remain the same.
- (f) There will be no change in the public shareholding of the Target Company.
- (g) The Target Company shall continue to be in compliance with the Minimum Public Shareholding requirements under the Securities Contracts Regulation Rules, 1957 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (h) The Applicants have confirmed that they are in compliance with the conditions outlined in Chapter 8 of the SEBI Circular.
- (i) As regards the condition in the SEBI Circular that the transferors should be disclosed as promoters in the shareholding pattern filed with the Stock Exchanges for a period of at least 3 years prior to transfer, I note that the transferors, viz., NAFT, NFT and Ms. Anju Arora, do not directly hold shares of the Target Company and this is a case of indirect acquisition of shares in the Target Company through transfer of shares of ADI BPO and ADI Media. NAFT is the promoter and shareholder of ADI BPO since 2020, Ms. Anju Arora is one of the primary beneficiaries of NAFT since 2019, and NFT is the promoter and shareholder of ADI Media (which, in turn, is the shareholder of ADI BPO) since 2020. Thus, since 2020, NAFT, NFT and Ms. Anju Arora are directly/indirectly controlling ADI BPO, which is shown as the promoter in the shareholding pattern of the Target Company for more than three years.

- (j) Considering the aforementioned, I am of the view that exemption as sought in the Application may be granted to the Proposed Acquirers, subject to certain conditions as ordered herein below.

Order

8. I, in exercise of the powers conferred upon me under Section 19 read with Section 11(1) and Section 11(2)(h) of the SEBI Act, 1992 and Regulation 11(5) of the Takeover Regulations 2011, hereby grant exemption to the Proposed Acquirers, viz., **Ms. Anju Arora and NAFT-2**, from complying with the requirements of Regulation 3(1) and 5 read with Regulation 4 of the Takeover Regulations, 2011 with respect to the proposed indirect acquisition in the Target Company, viz., **MPS Limited**, by way of the proposed transaction as mentioned in the Application.
9. The exemption so granted is subject to the following conditions:
- (a) The proposed acquisitions shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws.
 - (b) On completion of the proposed acquisition, the Proposed Acquirers shall file a report with SEBI within a period of 21 days from the date of such acquisition, as provided in the Takeover Regulations 2011.
 - (c) The statements/averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirers are true and correct.
 - (d) The Proposed Acquirers shall ensure compliance with the statements, disclosures and undertakings made in the Application. The Proposed Acquirers shall also ensure compliance with the provisions of the SEBI Circular.
 - (e) The Proposed Acquirers shall also ensure that the covenants in the Trust Deeds are not contrary to the above conditions. In such case, the Trust Deeds shall be suitably modified and expeditiously reported to SEBI.
10. The exemption granted above is limited to the requirements of making an open offer under the Takeover Regulations, 2011 and shall not be construed as an exemption from the disclosure requirements under Chapter V of the aforesaid Regulations; compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, Listing Agreement / SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 or any other applicable Acts, Rules and Regulations.

11. The exemption granted above from making an open offer in respect of the Proposed Acquisitions shall remain valid for a period of one (1) year from the date of this Order and the Applicants shall complete the implementation of the Proposed Acquisitions within such period, failing which the granted exemption shall lapse and cease to exist.
12. The Application filed by the Applicants stands disposed of.

PLACE: MUMBAI

DATE: MAY 30, 2025

ASHWANI BHATIA

WHOLE TIME MEMBER

SECURITIES AND EXCHANGE BOARD OF INDIA