

MPF SYSTEMS LIMITED

(Formerly known as MATHER AND PLATT FIRE SYSTEMS LIMITED)

CIN: L65999PN1993PLC014500

Registered Office: Greaves Compound, Chinchwad works, Bombay-Pune Road,
Chinchwad (E), Pune- 411019 Maharashtra, India.
Tel: +91 20 27442100 Fax: +91 20 27442111

Website: <http://mpfsl.co.in>, E-mail address: comp.secr@matherplatt.com

Date: August 11, 2014

To
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Re: Notice to the Stock Exchange under the Listing Agreement

This is to advise you that the Board of Directors, at its meeting held today, has:

1. Taken on record the transfer of 18,87,697 equity shares held by Wilo Se, promoters of the Company (“**Seller**”), representing 55.48% of the issued, subscribed and paid-up equity share capital of the Company, to Royal Nirman Private Limited (“**Acquirer**”) pursuant to Share Purchase Agreement dated July 01, 2014 (“**Agreement**”) resulting in change of control in the Company.

Seller forms part of the promoter/promoter group of the Company, as evidenced in the shareholding pattern filing made by the Company in terms of Clause 35 of the equity listing agreement, during the last quarter.

Pursuant to the aforementioned sale of shares and open offer for the acquisition of the shares held by the public shareholders of the Company in accordance with the SEBI Takeover Regulations, the Acquirer will hold a majority and controlling stake in the Company, with all rights to appoint majority of directors, control the management and policy decisions of the Company and other rights as available under applicable law and the Acquirer will be in charge of the decision making and day-to-day operations of the Company. Post the aforementioned transfer of shares, the Seller, being the promoters of the Company, would not be holding any shares in the Company.

Pursuant to this cessation of control, the Seller is being declassified as ‘promoters’ of the Company under applicable law including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the equity listing agreement and the SEBI Takeover Regulations.

The shareholding pattern to be filed by the Company at the end of this quarter in terms of Clause 35 of the Listing Agreement would reflect the revised promoter/ promoter group.

2. Appointed the following persons as the Director of the Company with effect from August 11, 2014:
 - i. Mr. Bijay Kumar Dokania;



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- ii. Mr. Shailendra Kumar Patni (Independent Director); and
 - iii. Mr. Mukesh Kumar Saraswat (Independent Director).
3. Accepted resignation of the following Directors of the Company with effect from conclusion of the board meeting on August 11, 2014:
 - i. Mr. Kiran Malhotra;
 - ii. Mr. Bomi Firoz Daruwala;
 - iii. Mr. Hemant Chintamani Watve; and
 - iv. Mr. Markus Beukenberg.
 4. Accepted resignation of Mr. Milind Khadilkar, Chief Financial Officer of the Company with effect from close of business on August 11, 2014.
 5. Accepted resignation of Mr. Vasudev Savalgi, Company Secretary of the Company with effect from with effect from close of business on August 11, 2014.
 6. Reconstituted the Audit Committee, with immediate effect, with the following members:
 - i. Mr. Shailendra Kumar Patni (Independent Director);
 - ii. Mr. Mukesh Kumar Saraswat (Independent Director); and
 - iii. Mr. Bijay Kumar Dokania.
 1. Reconstituted the Shareholder and Investor Grievance Committee, with immediate effect, with the following members:
 - i. Mr. Shailendra Kumar Patni (Independent Director);
 - ii. Mr. Mukesh Kumar Saraswat (Independent Director); and
 - iii. Mr. Bijay Kumar Dokania.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For MPF Systems Limited



Bijay Kumar Dokania
DIN 00570916
(Authorised Signatory)