

**Statement showing Shareholding Pattern as per Clause 35 of Listing Agreement**

| NAME OF THE COMPANY : MPS LIMITED<br>(FORMERLY MACMILLAN INDIA LIMITED) |   |                        |                        |                                     | Quarter ended: 30th September 2009                  |                 |  |                          |
|---|---|------------------------|------------------------|-------------------------------------|---|-----------------|--|--------------------------|
| Scrip Code: MPLSLTD   |   |                        |                        |                                     |   |                 |  |                          |
| Category code   | Category of shareholder   | Number of shareholders | Total number of shares | Number of shares held in demat form | Total shareholding as a % of total number of shares |                 | Shares Pledged or otherwise encumbered |                          |
|   |   |                        |                        |                                     | As a % of (A+B)                                     | As a % of (A+B) | As a % of (A+B+C)                      | As a % of (A+B)          |
| (I)   | (II)  | (III)                  | (IV)                   | (V)                                 | (VI)  | (VII)           | (VIII)                                 | (IX) = (VIII)/(IV) x 100 |
| <b>(A)</b>  | <b>Shareholding of Promoter and Promoter Group</b>                            |                        |                        |                                     |   |                 |  |                          |
| (1)   | Indian  |                        |                        |                                     |   |                 |  |                          |
| (a)   | Individuals/ HUF  | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
| (b)   | Central Govt/ State Government(s)   | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
| (c)   | Bodies Corporate  | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
| (d)   | FIs/ Banks  | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
| (e)   | Any Others (specify)  | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
|   | <b>Sub-Total (A)(1)</b>   | <b>0</b>               | <b>0</b>               | <b>0</b>                            | <b>0</b>  | <b>0.00</b>     | <b>0</b>                               | <b>0.00</b>              |
| (2)   | Foreign   |                        |                        |                                     |   |                 |  |                          |
| (a)   | Individuals (NRIs/ Foreign Individuals)                                       | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
| (b)   | Bodies Corporate  | 1                      | 103,39,980             | 103,39,980                          | 61.46   | 61.46           | 0                                      | 0.00                     |
| (c)   | Institutions  | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
| (d)   | Any Others (specify)  | 0                      | 0                      | 0                                   | 0   | 0.00            | 0                                      | 0.00                     |
|   | <b>Sub-Total (A)(2)</b>   | <b>1</b>               | <b>103,39,980</b>      | <b>103,39,980</b>                   | <b>61.46</b>  | <b>61.46</b>    | <b>0</b>                               | <b>0.00</b>              |
|   | <b>Total Shareholding of Promoter &amp; Promoter Group (A)= (A)(1)+(A)(2)</b> | <b>1</b>               | <b>103,39,980</b>      | <b>103,39,980</b>                   | <b>61.46</b>  | <b>61.46</b>    | <b>0</b>                               | <b>0.00</b>              |
| <b>(B)</b>  | <b>Public shareholding</b>  |                        |                        |                                     |   |                 |  |                          |
| (1)   | Institutions  |                        |                        |                                     |   |                 |  |                          |
| (a)   | Mutual Funds/ UTI   | 1                      | 6,48,407               | 6,48,407                            | 3.85  | 3.85            | NA                                     | NA                       |
| (b)   | FIs/ Banks  | 0                      | 0                      | 0                                   | 0   | 0.00            | NA                                     | NA                       |
| (c)   | Central Govt/ State Government(s)   | 0                      | 0                      | 0                                   | 0   | 0.00            | NA                                     | NA                       |
| (d)   | Venture Capital Funds   | 0                      | 0                      | 0                                   | 0   | 0.00            | NA                                     | NA                       |
| (e)   | Insurance Companies   | 0                      | 0                      | 0                                   | 0   | 0.00            | NA                                     | NA                       |
| (f)   | FIIIs   | 1                      | 479                    | 479                                 | 0.00  | 0.00            | NA                                     | NA                       |

| Category code | Category of shareholder   | Number of shareholders | Total number of shares | Number of shares held in demat form | Total shareholding as a % of total number of shares |                 | Shares Pledged or otherwise encumbered |                          |
|---------------|---|------------------------|------------------------|-------------------------------------|---|-----------------|--|--------------------------|
|               |   |                        |                        |                                     | As a % of (A+B)                                     | As a % of (A+B) | As a % of (A+B+C)                      | As a % of (A+B)          |
| (I)           | (II)  | (III)                  | (IV)                   | (V)                                 | (VI)  | (VII)           | (VIII)                                 | (IX) = (VIII)/(IV) x 100 |
| (g)           | Foreign Venture Capital Investors   | 0                      | 0                      | 0                                   | 0   | 0.00            | NA                                     | NA                       |
| (h)           | Any Other (specify)   | 0                      | 0                      | 0                                   | 0   | 0.00            | NA                                     | NA                       |
|               | <b>Sub-Total (B)(1)</b>   | <b>2</b>               | <b>6,48,886</b>        | <b>6,48,886</b>                     | <b>3.86</b>   | <b>3.86</b>     | <b>NA</b>                              | <b>NA</b>                |
| (2)           | Non-institutions  |                        |                        |                                     |   |                 |  |                          |
| (a)           | Bodies Corporate  | 441                    | 13,46,375              | 13,46,375                           | 8.00  | 8.00            | NA                                     | NA                       |
| (b)           | Individuals -   |                        |                        |                                     |   |                 |  |                          |
|               | 1. Individual shareholders holding nominal share capital up to Rs. 1 lakh.        | 7,355                  | 18,00,350              | 17,52,561                           | 10.70   | 10.70           | NA                                     | NA                       |
|               | 2. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 17                     | 22,91,682              | 751,682                             | 13.62   | 13.62           | NA                                     | NA                       |
| (c)           | Any Others  |                        |                        |                                     |   |                 |  |                          |
|               | Clearing Member   | 85                     | 59,871                 | 59,871                              | 0.36  | 0.36            | NA                                     | NA                       |
|               | HUFs  | 245                    | 149,235                | 149,235                             | 0.89  | 0.89            | NA                                     | NA                       |
|               | Non Resident Indians  | 103                    | 186,289                | 186,289                             | 1.11  | 1.11            | NA                                     | NA                       |
|               | <b>Sub-Total (B)(2)</b>   | <b>8,246</b>           | <b>58,33,802</b>       | <b>42,46,013</b>                    | <b>34.68</b>  | <b>34.68</b>    | <b>NA</b>                              | <b>NA</b>                |
|               | <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                               | <b>8,248</b>           | <b>64,82,688</b>       | <b>48,94,899</b>                    | <b>38.54</b>  | <b>38.54</b>    | <b>0</b>                               | <b>0.00</b>              |
| (C)           | Shares held by Custodians and against which Depository Receipts have been issued  | 0                      | 0                      | 0                                   | 0   | 0.00            | NA                                     | NA                       |
|               | <b>GRAND TOTAL (A)+(B)+(C)</b>  | <b>8,249</b>           | <b>1,68,22,668</b>     | <b>1,52,34,879</b>                  | <b>100.00</b>                                       | <b>100.00</b>   | <b>0</b>                               | <b>0.00</b>              |

(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

| S.No | Name of the shareholder    | Total Shares held |                                   | Shares pledged or otherwise encumbered |                 |  |
|------|----------------------------|-------------------|-----------------------------------|--|-----------------|--|
|      |                            | Number            | As a % of grand total (A)+(B)+(C) | Number                                 | As a percentage | As a % of grand total (A)+(B)+(C) of sub clause (I)(a) |
| (I)  | (II)                       | (III)             | (IV)                              | (V)                                    | (VI)            | (VII)  |
| 1    | HM Publishers Holdings Ltd | 1,03,39,980       | 61.46                             | NIL                                    | NIL             | NIL  |

(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares

| S. No.       | Name of the shareholder  | Number of shares | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} |
|--------------|--|------------------|--|
| 1.           | Macmillan Staff Trust Fund   | 15,40,000        | 9.15   |
| 2.           | Derive Trading Pvt Ltd   | 1,95,357         | 1.16   |
| 3.           | Reliance Capital Trustee Co Ltd-<br>Reliance Long term Equity Fund | 6,48,407         | 3.85   |
| <b>TOTAL</b> |  | <b>23,83,764</b> | <b>14.16</b>   |

(I)(d) Statement showing details of locked-in shares

| Sr. No. | Name of the shareholder | Number of locked-in shares | Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} |
|---------|-------------------------|----------------------------|--|
| NIL     | NIL                     | NIL                        | NIL  |

(II)(a) Statement showing details of Depository Receipts (DRs)

| S No.        | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} |
|--------------|---|---------------------------|---|---|
| 1.           | NIL   | NIL                       | NIL   | NIL   |
| 2.           | NIL   | NIL                       | NIL   | NIL   |
| <b>TOTAL</b> | <b>NIL</b>                                      | <b>NIL</b>                | <b>NIL</b>                                  |   |

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

| S. No.       | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} |
|--------------|-----------------------|---|---|---|
| 1.           | NIL                   | NIL   | NIL   | NIL   |
| 2.           | NIL                   | NIL   | NIL   | NIL   |
| <b>TOTAL</b> | <b>NIL</b>            | <b>NIL</b>                                      |   |   |