

July 26, 2016

National Stock Exchange of India Limited

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Dear Sir / Madam,

Sub: Mphasis Limited (“Target Company”) Open Offer (“Offer”/”Open Offer”)

Marble II Pte. Ltd. (the “**Acquirer**”) together with Marble I Pte. Ltd. (“**PAC 1**”) and Blackstone Capital Partners (Cayman II) VI L.P. (“**PAC 2**”) (collectively the “**PACs**”), in their capacity as persons acting in concert with the Acquirer, has made an open offer to the public equity shareholders of the Target Company (the “**Public Shareholders**”) to acquire up to 54,928,161 fully paid-up equity shares of face value of Rs. 10 each of the Target Company (the “**Equity Shares**”), representing 26.00% of the total voting equity share capital on a fully diluted basis (as of the 10th working day from the closure of the tendering period of the Open Offer) of the Target Company at a price of Rs. 457.54 per Equity Share payable in cash. The public announcement for the captioned Open Offer was made on April 4, 2016, detailed public statement (“**DPS**”) which was published in Business Standard (English, All Editions), Business Standard (Hindi, All Editions), Hosa Digantha (Kannada, Bangalore Edition) and Mumbai Lakshdeep (Marathi, Mumbai Edition) on 12 April 2016, the first corrigendum to the DPS (“**First Corrigendum**”), the second corrigendum to the DPS (“**Second Corrigendum**”) and the third corrigendum to the DPS (the “**Third Corrigendum**”) which were published on 22 April 2016, 3 June 2016 and July 20, 2016 respectively in the same newspapers in which the DPS was published and the letter of offer (“**LoF**”) dated 13 July 2016 which has been dispatched to Public Shareholders.

The pre-offer advertisement (the “**Pre-Offer Advertisement**”) with regard to the captioned Open Offer was published on July 26, 2016 in the same newspapers in which the DPS was published. We enclose a physical copy of the Pre-Offer Advertisement, as it appeared on July 26, 2016 in the following newspapers -

- (i) Business Standard, English national daily, all editions;
- (ii) Business Standard, Hindi national daily, all editions;
- (iii) Hosa Digantha, Kannada daily, Bangalore edition; and
- (iv) Mumbai Lakshdeep, Marathi daily, Mumbai edition

As outlined in the Pre-Offer Advertisement, please note the following:

JM Financial Institutional Securities Limited

(Formerly known as JM Financial Institutional Securities Private Limited)

Corporate Identity Number : U65192MH1995PLC092522

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3344 www.jmfi.com

Name of the Activity	Day and Date
Date of commencement of Tendering Period	Wednesday, 27 July 2016
Date of closure of Tendering Period	Tuesday, 9 August 2016
Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders whose Equity Shares have been rejected / accepted in this Offer	Thursday, 25 August 2016

Thanking You,

Yours truly



Authorized Signatory

Name: Anup Poddar

Designation: Vice President

Encl: a/a