

June 3, 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”), Blackstone Capital Partners (Cayman II) VI L.P. (“PAC 2”) and Waverly Pte. Ltd. (“PAC 3”) (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, a physical copy of the detailed public statement (the “DPS”), with regard to the captioned Open Offer was filed on April 12, 2016, a physical copy of the 1<sup>st</sup> corrigendum to the DPS, with regard to the captioned Open Offer was filed on April 22, 2016 and a physical copy the draft letter of offer (the “DLoF”) with regard to the captioned Open Offer was filed on April 22, 2016.

A 2nd corrigendum to the DPS (the “2<sup>nd</sup> Corrigendum”) with regard to the captioned Open Offer was published on June 3, 2016 in the same newspapers in which the DPS was published. We enclose a physical copy of the 2nd Corrigendum, as it appeared on June 3, 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 2nd Corrigendum, grant of certain exemptions by the U.S. Securities and Exchange Commission prior to the commencement of the Tendering Period in order to allow the Offer to be made to U.S. Public Shareholders and to allow U.S. Public Shareholders to tender their shares in the Offer without breaching the rules under the Securities Exchange Act of 1934 (as amended) will be included as a statutory approval in relation to the Offer.

Thanking You,

Yours truly

For **JM Financial Institutional Securities Limited**



Authorized Signatory  
Name: Anup Poddar  
Designation: Vice President  
Encl: a/a