

April 04, 2016

BSE Limited

P.J. Towers,
Dalal Street,
Mumbai 400 001, India

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051, India

Dear Sir,

Sub: Mphasis Limited (“**Target Company**”) open offer (“**Open Offer**” / “**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 (the “**Offer Price**”) aggregating to total consideration of Rs. 25,131,870,461 (Rupees twenty five billion one hundred thirty one million eight hundred seventy thousand four hundred and sixty one only) (the “**Offer Size**”), in cash, subject to the terms and conditions mentioned in this public announcement (“**Public Announcement**”), the detailed public statement (the “**DPS**”) and the letter of offer (the “**LOF**”) that are proposed to be issued in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (“**SEBI (SAST) Regulations**”).

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

The Offer is being made in accordance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

In this respect we are pleased to inform you that we have been appointed as the “**Manager**” to the captioned Offer and have enclosed herewith the Public Announcement for the Offer.

As per the provisions of SEBI (SAST) Regulations, the Public Announcement is being sent to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and the Target Company. We request you to kindly upload the Public Announcement on your website at the earliest.

Thanking You,

Yours truly,

For **JM Financial Institutional Securities Limited**



Authorized Signatory

Name: Anup Poddar

Designation: Vice President

Enclosed: as stated above