

April 12, 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.

In accordance with regulation 14(4) of the said Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended, we are pleased to enclose a physical copy of the detailed public statement with regard to the captioned Offer, as it appeared on April 12, 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

Thanking You,

Yours truly

For **JM Financial Institutional Securities Limited**



Authorized Signatory

Name: Anup Poddar

Designation: Vice President

Encl: a/a

JM Financial Institutional Securities Limited

(Formerly known as JM Financial Institutional Securities Private Limited)

Corporate Identity Number : U65192MH1995PLC092522

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