

Patni/SE/SEBI/Q2-12

April 12, 2012

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Kind Attn: Mr. Hari K

Sub: Disclosure under Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

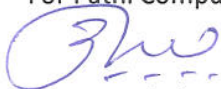
Dear Sirs,

Pursuant to the captioned subject, we enclose herewith disclosure received from Mansfield (Mauritius) Limited and Suffolk (Mauritius) Limited, as contemplated under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 13 (3) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Patni Computer Systems Limited



Arun Kanakal
Vice President & Company Secretary



To,

- 1) Company Secretary cum Compliance Officer
Patni Computer Systems Ltd
Akruti Softech Park,
MIDC Cross Road No.21,
Andheri (East), Mumbai – 400 093

- 2) Company Secretary cum Compliance Officer
Patni Computer Systems Ltd.
Level 0,1,2,5 & 6 Tower III
Cyber City, Magarpatta City Hadapsar
Pune 411 013
India.

Kind Attention :- Mr. Arun Kanakal

Dear Sir,

Subject: - Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

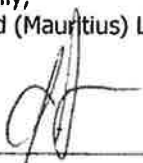
We, Mansfield (Mauritius) Limited and Suffolk (Mauritius) Limited have disposed 4,968,731 and 9,227,644 equity shares respectively in Patni Computer Systems Ltd. ("**Patni**") aggregating to 10.46% of shares of the equity share capital of Patni by way of tender offer on April 10, 2012.

As per Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"), we are required to disclose our aggregate shareholding and change in shareholding and voting rights, if such change in Patni exceeds 2% of total shareholding or voting rights in Patni in the prescribed form within 2 days of disposal of shares resulting in such change.

Please find attached the duly filled form making all required disclosures as per the form prescribed under Regulation 29(2) of the Takeover Regulations. We confirm having also sent a copy of this Form to the Bombay Stock Exchange and National Stock Exchange.

We request you to take this on record and do the needful.

Yours faithfully,
For Mansfield (Mauritius) Limited



Elliott Greenberg

(Authorised Signatory)

Suffolk (Mauritius) Limited



Elliot Greenberg

(Authorised Signatory)

Annexure-B

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	PATNI COMPUTER SYSTEMS LTD		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	MANSFIELD (MAURITIUS) LIMITED / SUFFOLK (MAURITIUS) LIMITED		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	NATIONAL STOCK EXCHANGE / BOMBAY STOCK EXCHANGE		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of :</u>	a) 5,038,731 / 9,357,644	3.7126% / 6.8947%	Nil
a) Shares carrying voting rights	b) Nil		
b) Voting rights (VR) otherwise than by shares	c) Nil		
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
Total (a+b+c)	14,396,375	10.6073%	
<u>Details of acquisition/sale</u>	a) 4,968,731 / 9,227,644	3.6610% / 6.7990%	Nil
a) Shares carrying voting rights acquired/sold	b) Nil		
b) VRs acquired /sold otherwise than by shares	c) Nil		
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
Total (a+b+c)	14,196,375	10.4600%	
<u>After the acquisition/sale, holding of:</u>	a) 70,000 / 130,000	0.0516% / 0.0958%	
a) Shares carrying voting rights	b) Nil		
b) VRs otherwise than by shares	c) Nil		
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.			
Total (a+b+c)	200,000	0.1474%	
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se	Tender Offer		

transfer etc).			
7. Date of ~~acquisition/sale~~ of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	10 Apr 2012		
8. Equity share capital / total voting capital of the TC before the said ~~acquisition/sale~~	135,721,327		
9. Equity share capital/ total voting capital of the TC after the said ~~acquisition/sale~~	135,721,327		
10. Total diluted share/voting capital of the TC after the said ~~acquisition/sale~~ .	Nil		

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / Elliot Greenberg, Authorised Signatory

Place: New York, NY

Date: 12 April 2012

To,

- 1) Company Secretary cum Compliance Officer
Patni Computer Systems Ltd
Akruti Softech Park,
MIDC Cross Road No.21,
Andheri (East), Mumbai – 400 093

- 2) Patni Computer Systems Ltd.
Level 0,1,2,5 & 6 Tower III
Cyber City, Magarpatta City Hadapsar
Pune 411 013
India.

Kind Attention :- Mr. Arun Kanakal

Dear Sir,

**Subject: - Disclosure under Regulation 13(3) of Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 1992**

We, Mansfield (Mauritius) Limited and Suffolk (Mauritius) Limited have disposed 4,968,731 and 9,227,644 equity shares respectively in Patni Computer Systems Ltd. ("**Patni**") aggregating to 10.46% of shares of the equity share capital of Patni by way of tender offer on April 10, 2012.

As per Regulation 13(3) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 ("**Insider Regulations**"), we are required to disclose our aggregate shareholding and change in shareholding and voting rights, if such change in Patni exceeds 2% of total shareholding or voting rights in Patni under Regulation 13(3), in the prescribed Form C within 2 days of disposal of shares resulting in such change.

Please find attached the duly filled form making all required disclosures as per the form prescribed under Regulation 13(3) of the Insider Regulations.

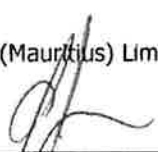
We request you to take this on record and do the needful.

Yours faithfully
For Mansfield (Mauritius) Limited



Elliot Greenberg
(Authorised Signatory)

Suffolk (Mauritius) Limited



Elliot Greenberg
(Authorised Signatory)

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 [Regulation 13(3) and (6)]

Regulation 13(3) — Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name, PAN No. & address of shareholder with telephone number	Shareholding prior to ~~acquisition~~ sale	No. and % of shares/ voting rights ~~acquired~~ sold	Receipt of allotment advice/ ~~acquisition~~ of shares/ sale of shares specify	Date of intimation to Company	Mode of acquisition (market Purchase public/rights/ preferential offer etc.)	No. & % of shares/voting rights post ~~acquisition~~ sale	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Name: Mansfield (Mauritius) Limited PAN No: AAFCM5272N Address: Multiconsult Limited, Rogers House, 5 Kennedy Road, Port Louis, Mauritius Tel: 230 405 2000	5,038,731 / 3.7126%	4,968,731 / 3.6610%	10Apr12	10Apr12	Tender Offer	70,000 / 0.0516%					4,968,731	INR2,583,740,120
Name: Suffolk (Mauritius) Limited	9,357,644 / 6.8947%	9,227,644 / 6.7990%	10Apr12	10Apr12	Tender Offer	130,000 / 0.0958%					9,227,644	INR4,798,374,880

[illegible]