

TO:

Listing Department  
The National Stock Exchange of India Limited Exchange Plaza,  
Bandra – Kurla Complex,  
Bandra (East),  
Mumbai- 400 051

Date: April 12, 2012

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 respectively disposed 4,968,731 and 9,227,644 shares aggregating 14,196,375 equity shares in Patni Computer Systems Ltd. ("**Patni**") amounting 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.

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 TC (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 <del>acquisition/sale</del> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se                                                     | Tender Offer                                                |                                                         |                                                           |

|                                                                                                                                        |             |  |  |
|----------------------------------------------------------------------------------------------------------------------------------------|-------------|--|--|
| transfer etc).                                                                                                                         |             |  |  |
| 7. Date of <del>acquisition/sale</del> 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 <del>acquisition/sale</del>                                   | 135,721,327 |  |  |
| 9. Equity share capital/ total voting capital of the TC after the said <del>acquisition/sale</del>                                     | 135,721,327 |  |  |
| 10. Total diluted share/voting capital of the TC after the said <del>acquisition/sale</del> .                                          | 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