

To,
National Stock Exchange of India Limited
Exchange Plaze, Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

November 5, 2015

Dear Sir,

We, J.P. Morgan India Private Limited, as manager (SEBI registration number: INM000002970), are hereby enclosing a copy of a public announcement of an open offer, in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI (SAST) Regulations**”) for the acquisition of up to 26,719,942 (Twenty Six Million Seven Hundred and Nineteen Thousand Nine Hundred and Forty Two) fully paid up equity shares of the face value of Rs.5 (Indian Rupees Five) each, constituting 26% (Twenty Six per cent) of the voting share capital (as defined in the attached public announcement) of Polaris Consulting & Services Limited (the “**Target Company**”), to the public shareholders (as defined in the attached public announcement) by Virtusa Consulting Services Private Limited (the “**Acquirer**”) and Virtusa Corporation and Virtusa International B.V., both as person acting in concert with the Acquirer.

Offer Size: The Acquirer is making this Open Offer for the acquisition of up to 26,719,942 (Twenty Six Million Seven Hundred and Nineteen Thousand Nine Hundred and Forty Two) fully paid-up equity shares of the face value of Rs. 5 (Indian Rupees Five) each, constituting 26% (Twenty Six Percent) of the voting share capital (as defined in the attached public announcement) of the Target Company from the public shareholders (as defined in the attached public announcement), subject to the terms and conditions mentioned in the attached public announcement, the detailed public statement that will be published in connection with the Open Offer and the letter of offer that will be sent to the public shareholders (as defined in the attached public announcement) in accordance with the SEBI (SAST) Regulations.

Offer Price: The offer price is Rs. 220.73 (Indian Rupees Two Hundred and Twenty and Seventy Three Paise) per equity share (“**Offer Price**”) calculated in accordance with Regulations 8(1) & 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer in accordance with the SEBI (SAST) Regulations will be Rs. 5897,892,797.66 (Indian Rupees Five Thousand Eight Hundred and Ninety Seven Million Eight Hundred and Ninety Two Thousand Seven Hundred and Ninety Seven and Sixty Six Paise).

Manager to the Offer: J.P. Morgan India Private Limited

Name: Vinay Menon
Designation: Managing Director

