

MPHASIS LIMITED

Registered Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddannakhundhi Village, Mahadevapura, Bangalore, Karnataka 560048, India. **Telephone Number:** +91 80 6695 5000; **Fax Number:** +91 80 6695 9943

OPEN OFFER FOR THE ACQUISITION OF UP TO 54,928,161 EQUITY SHARES FROM THE PUBLIC SHAREHOLDERS OF MPHASIS LIMITED BY MARBLE II PTE. LTD. (THE “ACQUIRER”) AS WELL AS MARBLE I PTE. LTD. (“PAC 1”) AND BLACKSTONE CAPITAL PARTNERS (CAYMAN II) VI L.P. (“PAC 2”), BEING THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER (COLLECTIVELY THE “PACS”) IN THIS OPEN OFFER.

This advertisement (“**Post-Offer Advertisement**”) is being issued by JM Financial Institutional Securities Limited, being the manager to the Offer (“**Manager**”/“**Manager to the Offer**”), on behalf of the Acquirer as well as the PACs, pursuant to Regulation 18(12) of the SEBI (SAST) Regulations in respect of the Open Offer to acquire shares of Mphasis Limited (the “**Target Company**”).

This Post-Offer Advertisement is to be read in continuation of, and in conjunction with: (a) the Public Announcement dated 4 April 2016; (b) the Detailed Public Statement which was published in Business Standard (English, All Editions), Business Standard (Hindi, All Editions), Hosa Digantha (Kannada, Bangalore Edition) and Mumbai Lakshdeep (Marathi, Mumbai Edition) on 12 April 2016; (c) the First Corrigendum, the Second Corrigendum and the Third Corrigendum which were published on 22 April 2016, 3 June 2016 and 20 July 2016 respectively in the same newspapers in which the Detailed Public Statement was published; (d) the Letter of Offer dated 13 July 2016 (the “**LoF**”); and (e) the pre-offer advertisement pursuant to Regulation 18(7) of the SEBI (SAST) Regulations which was published on 26 July 2016 in the same newspapers in which the Detailed Public Statement was published.

The capitalised terms used in this Post-Offer Advertisement have the meaning assigned to them in the LoF, unless otherwise specified.

Sl. No.	Particulars	Details					
1.	Name of the Target Company	Mphasis Limited					
2.	Name of the Acquirer and the PACs	Acquirer: Marble II Pte. Ltd. PAC 1: Marble I Pte. Ltd. PAC 2: Blackstone Capital Partners (Cayman II) VI L.P.					
3.	Name of the Manager to the Offer	JM Financial Institutional Securities Limited					
4.	Name of the Registrar to the Offer	Link Intime India Private Limited					
5.	Offer details:						
	a. Date of opening of the Offer	Wednesday, 27 July 2016					
	b. Date of closure of the Offer	Tuesday, 9 August 2016					
6.	Date of payment of consideration for the Equity Shares validly tendered and accepted in the Offer	Wednesday, 24 August 2016					
7.	Details of acquisition	Proposed in the Offer document			Actuals		
7.1	Offer Price	Rs. 457.54 per Equity Share			Rs. 457.54 per Equity Share		
7.2	Aggregate number of Equity Shares tendered	54,928,161			2,598*		
7.3	Aggregate number of Equity Shares accepted	54,928,161			2,178		
7.4	Size of the Offer (number of Equity Shares multiplied by Offer Price per share)	Rs. 25,131,870,461			Rs. 996,522.12		
7.5	Shareholding of the Acquirer before the agreements/ Public Announcement (number and %)	Acquirer: NIL PAC 1: NIL PAC 2: NIL			Acquirer: NIL PAC 1: NIL PAC 2: NIL		
7.6	Equity Shares to be acquired by way of SPA ⁽¹⁾⁽²⁾	Acquirer	PAC 1	PAC 2	Acquirer	PAC 1	PAC 2
	• Number	Minimum of 106,191,313 and maximum of 127,106,266 Equity Shares	NIL	NIL	127,106,266	NIL	NIL
	• % of Emerging Share Capital	Minimum of 50.27% and maximum of 60.17%	NIL	NIL	60.17%	NIL	NIL
7.7	Shares acquired by way of Open Offer ⁽¹⁾⁽²⁾	Acquirer	PAC 1	PAC 2	Acquirer	PAC 1	PAC 2
	• Number	54,928,161	NIL	NIL	2,178	NIL	NIL
	• % Emerging Share Capital	26.00%	NIL	NIL	0.0010%	NIL	NIL
7.8	Shares acquired after Detailed Public Statement ⁽¹⁾⁽²⁾	Acquirer: NIL PAC 1: NIL PAC 2: NIL			Acquirer: NIL PAC 1: NIL PAC 2: NIL		
7.9	Post Offer shareholding of the Acquirer ⁽¹⁾⁽²⁾ (including Equity Shares to be acquired by the Acquirer under the SPA)	Acquirer			Acquirer		
		Assuming no Equity Shares are tendered in the Offer: • Number of Equity Shares: 127,106,266 • % of Emerging Share Capital: 60.17% Assuming that the entire 26% are tendered in the Offer: • Number of Equity Shares: 161,119,474 • % of Emerging Share Capital: 76.27%			Number of Equity Shares: 127,108,444 Equity Shares • % of Emerging Share Capital: 60.17%		
7.10	Pre and Post Offer shareholding of the Public ⁽¹⁾⁽²⁾	Pre-Offer	Post-Offer		Pre-Offer	Post-Offer	
	• Number	84,155,890 ⁽³⁾	29,227,729		84,155,890 ⁽³⁾	84,153,712 ⁽³⁾	
	• % of Emerging Share Capital	39.83% ⁽³⁾	13.84%		39.83%	39.83% ⁽³⁾	

* Forms received but Equity Shares not received for 420 Equity Shares.

Notes:

- The shareholding percentages set out in the LoF and other Offer documents are based on the Emerging Share Capital, which is equivalent to 211,262,156 Equity Shares (i.e., the sum of 210,187,117 Equity Shares which were outstanding as on the date of the Public Announcement, 21,000 un-allotted Bonus Shares and 1,054,039 ESOs (vested and unvested)). For further details, please refer to paragraphs 65, 66 and 68 of the LoF.
- In terms of the SPA and subject to the conditions therein, after taking into account the acquisitions made by the Acquirer under the Offer, the Acquirer will acquire such additional Equity Shares as would result in it holding 75.00% of the equity share capital of the Target Company at the time of consummation of the underlying Transaction, but not more than 127,106,266 Equity Shares from the Sellers (for details refer para 3 of the LoF). As the number of Equity Shares accepted in the Offer are 2,178 Equity Shares, the Acquirer will acquire the maximum of 127,106,266 Equity Shares from the Seller which, when taken together with the Equity Shares acquired in the Open Offer, will be equivalent to 127,108,444 Equity Shares representing 60.17% of the Emerging Share Capital.
- Includes shares held by Employee Benefit Trust.

The Acquirer along with its directors and the PACs severally and jointly accept full responsibility for the information contained in this Post-Offer Advertisement and also for the obligations under SEBI (SAST) Regulations.

A copy of this Post-Offer Advertisement will be available on the websites of SEBI, the BSE, the NSE and the registered office of the Target Company.

Issued by the Manager to the Offer on behalf of the Acquirer and the PACs



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