

POST OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED)

# MPHASIS LIMITED

Registered Office: Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakundhi Village, Mahadevapura, Bengaluru, Karnataka - 560048; Corporate Identification Number (CIN): L30007KA1992PLC025294  
Tel: 080-67501000/67504613; Website: www.mphasis.com

OPEN OFFER FOR ACQUISITION OF UP TO 49,263,203 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES"), REPRESENTING 26.00% OF THE EXPANDED VOTING SHARE CAPITAL OF MPHASIS LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY BCP TOPCO IX PTE. LTD. ("ACQUIRER") ALONG WITH BLACKSTONE CAPITAL PARTNERS ASIA NQ L.P. ("PAC 1") AND BLACKSTONE CAPITAL PARTNERS (CYM) VIII AIV – F L.P. ("PAC 2") (PAC 1 AND PAC 2 TOGETHER, THE "PACS"), IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSES OF THE OPEN OFFER, PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (THE "SEBI (SAST) REGULATIONS") (THE "OPEN OFFER"/"OFFER").

This post-offer advertisement ("Post-Offer Advertisement") is being issued by JM Financial Limited ("Manager"), for and on behalf of the Acquirer and the PACs, in connection with the Open Offer to the Public Shareholders of the Target Company, in accordance with Regulation 18(12) of the SEBI (SAST) Regulations.

This Post-Offer Advertisement should be read in continuation of, and in conjunction with the:

- public announcement dated 26 April 2021 ("Public Announcement" or "PA");
- detailed public statement dated 1 May 2021 which was published on 3 May 2021 in the following newspapers: Financial Express (English - all editions), Jansatta (Hindi - all editions), Navshakti (Marathi - Mumbai edition) and Vishwavani (Kannada - Bangalore edition) ("Detailed Public Statement" or "DPS");
- draft letter of offer dated 10 May 2021 ("DLoF");
- letter of offer dated 30 June 2021 ("Letter of Offer" or "LoF"); and
- pre-offer advertisement cum corrigendum dated 10 July 2021 and published on 12 July 2021 in the following newspapers: Financial Express (English - all editions), Jansatta (Hindi - all editions), Navshakti (Marathi - Mumbai edition) and Vishwavani (Kannada - Bangalore edition).

This Post-Offer Advertisement is being published in all such newspapers in which the Detailed Public Statement was published.

Capitalized terms used but not defined in this Post-Offer Advertisement shall have the same meaning assigned to such terms in the Letter of Offer.



The Public Shareholders of the Target Company are requested to kindly note the following information with respect to the Open Offer:

- Name of the Target Company** : Mphasis Limited
- Name of the Acquirer and PACs** : **Acquirer:** BCP Topco IX Pte. Ltd.  
**PAC 1:** Blackstone Capital Partners Asia NQ L.P.  
**PAC 2:** Blackstone Capital Partners (CYM) VIII AIV – F L.P.
- Name of the Manager to the Open Offer** : JM Financial Limited
- Name of the Registrar to the Open Offer** : Link Intime India Private Limited
- Open Offer Details**
  - Date of Opening of the Open Offer** : 13 July 2021 (Tuesday)
  - Date of Closure of the Open Offer** : 27 July 2021 (Tuesday)
- Date of Payment of Consideration** : 3 August 2021
- Details of Acquisition**

Sr. No.	Particulars	Proposed in the Open Offer Document	Actuals
7.1	Offer Price (per equity share)	₹ 1,677.16	₹ 1,677.16
7.2	Aggregate number of shares tendered	49,263,203*	65
7.3	Aggregate number of shares accepted	49,263,203*	65
7.4	Size of the Offer (Number of shares multiplied by Offer Price per share)	₹ 82,622,273,544*	₹ 109,015.40
7.5	Shareholding of the Acquirer and PACs before agreements/Public Announcement (Number of Equity Shares and % of Voting Share Capital)	<b>Acquirer:</b> Nil (0.00%) <b>PAC 1:</b> Nil (0.00%) <b>PAC 2:</b> Nil (0.00%)	<b>Acquirer:</b> Nil (0.00%) <b>PAC 1:</b> Nil (0.00%) <b>PAC 2:</b> Nil (0.00%)
7.6	Shares acquired by way of agreements <ul style="list-style-type: none"> <li>Number</li> <li>% of the Expanded Voting Share Capital</li> </ul>	Up to 104,799,577 <sup>#</sup> Up to 55.31% <sup>#</sup>	104,799,577 <sup>@</sup> 55.31% <sup>@</sup>
7.7	Shares acquired by way of Open Offer <ul style="list-style-type: none"> <li>Number</li> <li>% of the Expanded Voting Share Capital</li> </ul>	49,263,203* 26.00%*	65 0.00%**
7.8	Shares acquired after Detailed Public Statement <ul style="list-style-type: none"> <li>Number of shares acquired</li> <li>Price of the shares acquired</li> <li>% of the Expanded Voting Share Capital</li> </ul>	<b>Acquirer:</b> Nil (0.00%) <b>PAC 1:</b> Nil (0.00%) <b>PAC 2:</b> Nil (0.00%)	<b>Acquirer:</b> Nil (0.00%) <b>PAC 1:</b> Nil (0.00%) <b>PAC 2:</b> Nil (0.00%)
7.9	Post offer shareholding of Acquirer and PACs <ul style="list-style-type: none"> <li>Number</li> <li>% of the Expanded Voting Share Capital</li> </ul>	<b>Acquirer:</b> 140,380,802 <sup>#</sup> (74.09%) <sup>#</sup> <b>PAC 1:</b> Nil (0.00%) <b>PAC 2:</b> Nil (0.00%)	<b>Acquirer:</b> 104,799,642 (55.31%) <sup>@</sup> <b>PAC 1:</b> Nil (0.00%) <b>PAC 2:</b> Nil (0.00%)
7.10	Pre and Post offer shareholding of the public	<b>Pre-offer</b>	<b>Post-offer</b>
	• Number	84,671,759 <sup>§</sup>	35,411,076 <sup>*#</sup>
	• % of the Expanded Voting Share Capital	(44.69%) <sup>§</sup>	(18.69%) <sup>*#</sup>
			(44.69%) <sup>§</sup>
			(44.69%) <sup>§</sup>

#### Notes:

- \* Assuming full acceptance under the Open Offer.
  - \*\* Less than 0.01%.
  - # In terms of the SPA and subject to the conditions therein, if the shareholding of the Acquirer in the Target Company computed as the sum of: (a) number of Equity Shares validly tendered by the Public Shareholders and accepted in the Open Offer; and (b) such number of the Equity Shares which, when aggregated with the number of Offer Shares, represents no more than 75.00% of the issued and outstanding equity share capital of Target Company, then the Acquirer will acquire such number of Equity Shares from the Seller so as to ensure that the aggregate shareholding of the Acquirer in the Target Company does not exceed 75.00% of the issued and outstanding equity share capital of Target Company upon completion of the Underlying Transaction.
  - @ The Underlying Transaction under the SPA is yet to be consummated and it will be consummated within the time period prescribed under the SEBI (SAST) Regulations.
  - § Does not include 2,520 Equity Shares belonging to the Non-Promoter Non-Public category.
- The Acquirer and its directors and the PACs accept full responsibility for the information contained in this Pre-Offer Advertisement cum Corrigendum (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Manager, the Target Company and/or the Seller).
  - This Post-Offer Advertisement will also be available on SEBI's website (www.sebi.gov.in).

Issued on behalf of the Acquirer and the PACs by the Manager	
	<b>JM Financial Limited</b> Address: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, India. Tel: +91 22 6630 3030 Fax: +91 22 6630 3330 Email: mphasis2021.openoffer@jmfi.com Website: https://www.jmfi.com Contact person: Ms. Prachee Dhuri SEBI Registration Number: INM000010361
Registrar to the Open Offer	
	<b>Link Intime India Private Limited</b> Address: C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Tel: + 91 22 4918 6200 Fax: + 91 22 4918 6195 Website: www.linkintime.co.in E-mail: mphasis.offer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058

#### Issued by the Manager to the Open Offer

#### For and on behalf of the Acquirer and PACs

BCP Topco IX Pte. Ltd. (Acquirer)

Blackstone Capital Partners Asia NQ L.P. (PAC 1)

Blackstone Capital Partners (CYM) VIII AIV – F L.P. (PAC 2)

Place: Mumbai

Date: 9 August 2021