ADDENDUM TO THE PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

MphasiS Limited

(Regd. Address: 139/1, Hosur Road, Koramangala, Bangalore - 560095)

Further to the Public Announcement dated October 19, 2006, and Addendum to the Public Announcement dated January 26, 2007, (collectively known as "PA") to the shareholders of MphasiS Limited (the "Target Company"), issued by Citigroup Global Markets India Private Limited on behalf of TH Holdings (the "Acquirer") along with Electronic Data Systems Corporation as Person Acting in Concert (the "PAC") with the Acquirer , pursuant to Regulation 11(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto, the shareholders of the Company are hereby advised to note that the information appearing in the PA has been amended (to the extent required) as below.

The Offer

1. This Offer is being made to acquire 33,134,768 fully paid up equity shares ("Offer Size") of face value Rs. 10/- each of the Target Company (each a "Share"), which represent 20.0% of the total voting equity share capital of the Target Company ("Share Capital") as on March 4, 2007, which is the date that is fifteen days from the closure of the Offer (the Offer Size as a percentage of the Share Capital assumes that all exercisable stock options issued by the Target Company will be exercised). The Offer is being made at a price of Rs. 204.50 (Rupees Two Hundred and Four and Fifty Paise) for each Share (such price, the "Offer Price"), to be paid in cash in accordance with the SEBI (SAST) Regulations, and is subject to the terms and conditions that are set out in the letter of offer in relation to the Offer (the "Letter of Offer").
2. Total diluted voting equity share capital of the Target Company will be 165,671,924 Shares as on March 4, 2007 (i.e. 15 days post closure of the Offer). The total voting equity share capital of the Target Company is calculated in the following manner - There were 162,047,006 shares and 6,008,296 outstanding Employee Stock Options ("ESOPs") as on October 19, 2006 (the date of the Public Announcement), out of which 418,594 options were exercised by January 29, 2007 and a further 3,205,324 ESOPs could be exercised by March 4, 2007 (i.e. within 15 days of the closure of the Offer) ("Exercisable ESOPs"). Out of the 38,500 shares kept in abeyance, 700 shares were allotted on January 16, 2007 and a further 300 shares are expected to be allotted by March 4, 2007 (i.e. within 15 days of the closure of the Offer). Assuming full conversion of all Exercisable ESOPs into Shares and allotment of 300 bonus shares kept in abeyance, the share capital of the Target Company would be 165,671,924 shares.

Other Terms of the Offer

3. A schedule of the activities pertaining to the Offer is given below:

Activity	Day and Date
Public Announcement Date	Thursday, October 19, 2006
Specified Date	Friday, October 20, 2006
Last date for a competitive bid	Thursday, November 9, 2006
Date on which Letter of Offer was dispatched to Shareholders	Thursday, January 25, 2007
Date for opening of the Offer	Monday, January 29, 2007
Last date for revising the Offer price / number of Shares	Wednesday, February 7, 2007
Last date for withdrawing acceptance from the Offer	Tuesday, February 13, 2007
Closure of the Offer	Saturday, February 17, 2007
Last date of communicating rejection / acceptance and payment of consideration for applications accepted	Sunday, March 4, 2007

The Acquirer and the PAC accept full responsibility for the information contained in this Public Announcement. The Acquirer and the PAC are jointly and severally responsible for the fulfilment of each of their obligations in terms of the SEBI (SAST) Regulations.

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MANAGER TO THE OFFER

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Contact Person: Mr. Pankaj Jain Email: Mphasis.openoffer@citigroup.com

Issued by: Citigroup Global Markets India Private Limited as Manager to the Offer for and on behalf of the Acquirer

Place : Mumbai

Date : February 3, 2007

Size: 14x12 cms