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 ("**PA**") to the shareholders of MphasiS Limited (the "**Company**") dated October 19, 2006, 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. This announcement should be read in conjunction with the PA and the Letter of Offer to the shareholders of MphasiS Limited dated January 25, 2007 (the "**Letter of Offer**") sent by Acquirer and the PAC.

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 6, 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 will be set out in the letter of offer in relation to the Offer (the "**Letter of Offer**").
2. Upon the completion of this Offer, assuming full acceptances, the Acquirer will hold 70.10% of the Share Capital. The Acquirer has appointed its nominee directors on the board of directors of the Target Company. As of the date of this Public Announcement, 6 of the 12 directors on the board of directors of the Target Company are nominees of the Acquirer.
3. The Offer is being made to all the shareholders of the Target Company other than the Acquirer and PAC and is not conditional on any minimum level of acceptances.

Reason for the Offer and future plans of the Target Company, if any

4. Pursuant to the public announcement dated April 4, 2006, the Acquirer made a voluntary open offer to the shareholders of MphasiS Limited in accordance with the SEBI (SAST) Regulations (the "Previous Offer") and acquired 83,000,000 Shares of MphasiS Limited. The Acquirer further intends to consolidate its shareholding in the Target Company through this Offer.
5. The board of directors of the Target Company, at a meeting held on June 27, 2006 evaluated the possibility of integrating the operations of Electronic Data Systems (India) Private Limited ("EDS India") with the Target Company by way of a merger ("Merger") and appointed Deloitte, Haskin and Sells as a valuer ("Valuer") to determine the swap ratio for the merger. The PAC is the ultimate parent company and the beneficial owner of 100% of the share capital of EDS India. On July 14, 2006, the Valuer provided a detailed valuation report to the board of directors of the Target Company and they further discussed the Merger. On July 26, 2006, the board of directors of the Target Company announced its approval of the Merger and the valuation ratio set forth in the aforesaid valuation report. The said Merger has been approved by the Shareholders of the Target Company at the court convened meeting held on November 13, 2006. The creditors of the Target Company as well as the shareholders and creditors of EDS India have accorded their no-objection to the said merger, which has been taken on record by the respective High Courts. The Target Company and EDS India filed applications before the High Courts at Karnataka on September 19, 2006 and Mumbai on September 13, 2006, respectively, for approval of the Merger. The Target Company and EDS India have filed petitions before the High Courts at Karnataka on November 21, 2006 and Mumbai on October 9, 2006, respectively, for approval of the Merger. The swap ratio of the Merger as determined by the Valuer's report is 5:4 (5 Shares of the Target Company for every 4 shares of EDS India). Based on this swap ratio, 44,104,065 Shares of the Target Company will be issued to the shareholders of EDS India, and the PAC will be the beneficial owner of these 44,104,065 Shares. NSE and the BSE have already given their No Objection to the Scheme of Amalgamation. The BSE required the Target Company to undertake that the entire 44,104,065 Shares of the Target Company issued to the shareholders of EDS India pursuant to the Merger shall be subject to a lock-in for a period of one year from their date of listing on the BSE, and from the 44,104,065 Shares of the Target Company issued to the shareholders of EDS India pursuant to the Merger, 11,026,017 Shares shall be subject to a lock-in for an additional period of two years. The Target Company provided the required undertaking to the BSE on September 5, 2006.

   The Merger process is pending before the High Court of Judicature at Bombay and the High Court of Karnataka and Bangalore, and the Target Company does not expect to issue and allot additional shares of the Target Company to the shareholders of EDS India prior to March 6, 2007. Consequently, the Share Capital of the Target Company would remain undisturbed at least until March 6, 2007 (i.e. 15 days post closure of the Offer) as a result of the proposed Merger.

Reason for the Offer and future plans of the Target Company, if any

6. The Offer is subject to the receipt of the approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations made there under for (i) the acquisition of Shares by the Acquirer under the Offer; and (ii) the opening and operation of the Escrow Account and special account referred to hereunder, and other related matters (as described in paragraph 71). RBI approval for opening and operating the Escrow Account and special account was obtained on December 18, 2006. RBI approval for the acquisition of 32,947,290 Shares by the Acquirer under the Offer was obtained on December 18, 2006. In light of revision of the Offer Size, the Acquirer has applied for RBI approval to acquire an additional 187,478 Shares on January 24, 2007.

Financial Arrangements

7. The total financial resources required under the Offer, assuming full acceptance, will be Rs. 6,776,060,056.00 (Rupees Six Billion, Seven Hundred and Seventy Six Million, and Sixty Thousand, and Fifty Six) (the "Maximum Consideration").
8. The Acquirer and the PAC propose to fund the Offer out of internally generated funds. By way of security for performance of its obligations under the SEBI (SAST) Regulations, an unconditional, irrevocable and on demand bank guarantee ("Guarantee") dated October 18, 2006 has been issued on behalf of the Acquirer and the PAC in terms of Regulation 28 of the SEBI (SAST) Regulations by Citibank N.A, 4th Floor, Fort House, Mumbai 400 001 ("Indian Issuing Bank"). The Guarantee is issued in favor of the Manager to the Offer, is valid until May 15, 2007 and is for a sum of Rs. 825,000,000 (Rupees Eight Hundred and Twenty Five Million). As a result of the change in the Offer Size an additional Guarantee ("Additional Guarantee") has been issued in favor of the Manager to the Offer, is valid until May 15, 2007 and is for a sum of Rs 4,000,000 (Rupees Four Million Only). Thus, the aggregate of the Guarantee and the Additional Guarantee, issued on behalf of the Acquirer and the PAC is higher than the minimum prescribed escrow amount of 25% for the first Rs. 100 crores of consideration payable under the Offer (assuming full acceptance) and 10% thereafter on the balance of the consideration payable under the Offer, in accordance with Regulation 28 of the SEBI (SAST) Regulations. At the request of the Acquirer, an unconditional, irrevocable and on demand bank guarantee dated October 17, 2006 for an amount of Rs. 825,000,000 (Rupees Eight Hundred and Twenty Five Million) has been issued by Citibank N.A , New York, NY 10043 in favor of the Indian Issuing Bank which in turn has issued the Guarantee in favor of the Manager to the Offer. As a result of the change in the Offer Size an unconditional, irrevocable and on demand bank guarantee dated January 24, 2007 for an amount of Rs. 4,000,000 (Rupees Four Million) has been issued by Citibank N.A, New York, NY 10043 in favor of the Indian Issuing Bank. In addition to the aforementioned Guarantees, the Acquirer has also deposited in an escrow account with Citibank N.A., D.N. Road Branch, Fort, Mumbai (the "Escrow Account"), an amount of Rs. 70,768,000 in cash (the "Cash Deposit"). The Cash Deposit represents more than 1% of the Maximum Consideration in accordance with Regulation 28 of the SEBI (SAST) Regulations.

Other Terms of the Offer

9. Intime Spectrum Registry Limited ("**Intime**"), who has been acting as the Registrar to the above-mentioned Offer, has been restrained by an order dated December 21, 2006 passed by the 4TH Civil Judge (Senior Division) at Alipore, from acting in furtherance of any new contract pertaining to the business of registrar to act as an issue and share transfer agent which Intime has entered into after August 18, 2006.

   In light of the above, the Acquirer has now appointed **Mondkar Computers Private Ltd** [21, Shakil Niwas, Opp. Satyasaibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400093. ("**Registrar**"), Telephone number: (022) 28257641 28366620, Fax number: (022) 28262920; Contact Person: Mr. Devanand Dalvi] as Registrars to the Offer.
10. 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 by which Letter of Offer will be 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	Thursday, February 8, 2007
Last date for withdrawing acceptance from the Offer	Wednesday, February 14, 2007
Closure of the Offer	Monday, February 19, 2007
Last date of communicating rejection / acceptance and payment of consideration for applications accepted	Tuesday, March 6, 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 fulfillment of each of their obligations in terms of the SEBI (SAST) Regulations.

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MANAGER TO THE OFFER

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

Place : Mumbai
Date : January 26, 2007