PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

MphasiS BFL Limited

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

This Public Announcement is being issued by Citigroup Global Markets India Private Limited ("Manager to the Offer", or "Citigroup") on behalf of TH Holdings (the "Acquirer") along with Electronic Data Systems Corporation ("EDS") as Person Acting in Concert with the Acquirer (the "PAC") 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 "SEBI (SAST) Regulations").

I. The Offer

1. This voluntary open offer (the "**Offer**") is being made by the Acquirer along with the PAC pursuant to Regulation 11(1) of the SEBI (SAST) Regulations, to the shareholders of MphasiS BFL Limited ("**MphasiS**" or the "**Target Company**").
2. Save and except the PAC, no other person is acting in concert with the Acquirer for the purpose of the Offer.
3. This Offer is being made to acquire 32,947,290 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 January 2, 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 to its employees 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**").
4. The fully paid-up share capital of the Target Company, as on October 18, 2006 was Rs 1,620,459,440 divided into 162,045,944 Shares. There are no partly paid up Shares or convertible instruments (other than the stock options that have been issued to the employees of the Target Company) as on October 18, 2006.
5. The Offer is being made to all the shareholders of the Target Company and is not conditional on any minimum level of acceptances.
6. During the Offer period, the Acquirer or the PAC may purchase additional Shares in accordance with the SEBI (SAST) Regulations. In the event that the Acquirer or the PAC purchases additional Shares during the Offer Period in accordance with Regulation 20(7) of the SEBI (SAST) Regulations, such purchase shall be disclosed to the stock exchanges where the Shares are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the SEBI (SAST) Regulations.
7. The Shares are listed on the Bombay Stock Exchange Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). The Shares have been delisted from the Calcutta Stock Exchange Association Ltd. ("**CSE**") with effect from August 30, 2006, pursuant to an application filed in October 2003 by the Target Company for such delisting. The Shares are frequently traded on the BSE and the NSE within the meaning of Regulation 20(5) of the SEBI (SAST) Regulations. For the purpose of Regulation 20(4) of the SEBI (SAST) Regulations, the Shares are most frequently traded on the NSE.
8. The Acquirer's current holding in the Target Company is 83,000,000 Shares. These Shares were acquired during the twelve month period prior to the date of this Public Announcement through a voluntary conditional open offer that closed on June 5, 2006 ("**Previous Offer**").
9. Upon the completion of this Offer, assuming full acceptances, the Acquirer will hold 70.4% 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, 5 of the 11 directors on the board of directors of the Target Company are nominees of the Acquirer.
10. The Manager to the Offer does not hold any Shares as on the date of this Public Announcement.
11. The Offer Price is justified in terms of Regulation 20(4) and Regulation 20A of the SEBI (SAST) Regulations in view of the following:

a) The Acquirer and the PAC have not acquired any Shares during the 26-week period prior to the date of this Public Announcement including through allotment in a public, rights or preferential issue except through the Previous Offer mentioned above. The price of Rs. 204.50 per Share paid by the Acquirer in the Previous Offer was higher than the price determined in terms of the SEBI (SAST) Regulations;

b) The average of the weekly high and low of the closing prices of the Shares during the 26-weeks, and the average of the daily high and low of the prices of the Shares during the 2-weeks, both preceding the date of this Public Announcement, based on the Share price data on the NSE, where the Shares are most frequently traded, are as under:

Average of the weekly high and low of the closing prices of the Shares during the 26-weeks preceding the date of this Public Announcement	Rs. 175.09
Average of the daily high and low of the Shares during the 2-weeks preceding the date of this Public Announcement	Rs. 200.77

The Offer Price is the higher of the prices mentioned in sub–clauses (a) and (b) above and is therefore justified in terms of Regulation 20 and Regulation 20A of the SEBI (SAST) Regulations.

II. Information on the Acquirer and the PAC

A. TH Holdings (the "Acquirer")

12. The Acquirer is an unlisted company incorporated on March 8, 2006, under the laws of the Republic of Mauritius. It has its registered office at Les Cascades, Edith Cavell Street, Port Louis, Republic of Mauritius. The PAC is the ultimate parent company and the beneficial owner of 100% of the share capital of the Acquirer. The total shareholders' equity of the Acquirer is US$376,569,544. The Acquirer is an investment company and does not have any revenue generating operations and therefore its revenues, net profit, book value, EPS and return on net worth are not ascertainable.

B. Electronic Data Systems Corporation ("EDS" or the "PAC")

13. EDS is a listed company incorporated under the laws of Delaware and as mentioned above is the ultimate parent company and beneficial owner of 100% of the share capital of the Acquirer. Its predecessor was incorporated in Texas under the name "Electronic Data Systems Corporation" in 1962. It has its principal office at 5400 Legacy Drive, Plano, Texas 75024.
14. EDS is a leading global technology services company that delivers business solutions. EDS and its direct and indirect subsidiaries (the "**EDS Group**") operates worldwide and has achieved a leading global position in the information technology ("**IT**") and business process outsourcing ("**BPO**") services industry and delivers those services to clients in the manufacturing, financial services, healthcare, communications, energy, transportation, consumer and retail industries and to governments around the world.
15. EDS' shares are listed on the New York Stock Exchange and the London Stock Exchange. Based on the latest audited annual consolidated financial statements, EDS' revenues for the financial year ended December 31, 2005 were US$19.76 billion (Rs. 894.34 billion) as compared to US$19.86 billion (Rs. 898.86 billion) for the financial year ended December 31, 2004. Based on the latest unaudited consolidated financial statements, EDS' revenues for the six months ended June 30, 2006 were US$10.27 billion (Rs. 464.82 billion) as compared to US$9.74 billion (Rs. 440.83 billion) for the six months ended June 30, 2005.
16. Based on the latest audited annual consolidated financial statements, EDS' net income for the financial year ended December 31, 2005 was US$150 million (Rs. 6,789.00 million) as compared to a net income of US$158 million (Rs. 7,151.08 million) for the financial year ended December 31, 2004. Based on the latest unaudited consolidated financial statements, EDS' net income for the six months ended June 30, 2006 was US$128 million (Rs. 5,793.28 million) as compared to US$30 million (Rs. 1,357.80 million) for the six months ended June 30, 2005.
17. The total shareholders' equity of EDS as per the consolidated balance sheet as at December 31, 2005 was US$7.51 billion (Rs. 339.90 billion) as compared to US$7.44 billion (Rs. 336.73 billion) for the year ended December 31, 2004. The total shareholders' equity of EDS as per the unaudited consolidated balance sheet as at June 30, 2006 was US$7.63 billion (Rs. 345.33 billion) as compared to US$7.32 billion (Rs. 331.30 billion) as at June 30, 2005.
18. The book value per share of EDS as at December 31, 2005 and December 31, 2004 was US$14.28 (Rs. 646.31) and US$14.23 (Rs. 644.05), respectively. The book value per share of EDS as at June 30, 2006 based on the latest unaudited consolidated financial statements was US$14.35 (Rs. 649.48), as compared to US$13.99 (Rs. 633.19) as at June 30, 2005.
19. EDS' EPS (Net profit after tax divided by the number of issued shares) and Return on Net Worth (net profit after tax divided by total shareholders' equity) for the year ended December 31, 2005 was US$0.29 (Rs. 13.13) and 2.0%, respectively, as compared to US$0.32 (Rs. 14.48) and 2.1%, respectively, for the year ended December 31, 2004. EDS' EPS and Return on Net Worth for the six months ended June 30, 2006 was US$0.25 (Rs. 11.32) and 1.7%, respectively, as compared to US$0.06 (Rs. 2.72) and 0.4% respectively for the six months ended June 30, 2005.

III. Information about the Target Company

20. The Target Company's registered office is situated at 139/1, Hosur Road, Koramangala, Bangalore - 560095.
21. The Share Capital as on October 18, 2006 was Rs. 1,647.37 million, divided into 164,736,448 fully paid-up Shares. There are (i) no partly paid-up Shares; and (ii) no convertible instruments, other than the stock options that have been issued to the employees of the Target Company.
22. The Target Company, a global IT and BPO services provider, assists its clients in innovating and streamlining their business processes by offering customised solutions for technology and operations outsourcing. The Target Company's expertise is focused on financial services, logistics and technology verticals and spans across architecture, application development and integration, application management and BPO, including the operation of large-scale customer contact centers.
23. The Shares are listed on the BSE and NSE. The Shares have been delisted from the CSE with effect from August 30, 2006, pursuant to an application filed in October 2003 by the Target Company for such delisting.
24. Based on the latest consolidated audited annual accounts of the Target Company, its revenues for the year ended March 31, 2006 were Rs. 9,401.06 million as compared to Rs. 7,656.73 million for the year ended March 31, 2005. Based on the latest consolidated audited interim accounts of the Target Company, its revenues for the three months ended June 30, 2006 were Rs. 2,606.78 million as compared to Rs. 2,197.08 million for the three months ended June 30, 2005.
25. Based on the latest consolidated audited annual accounts of the Target Company, its profit after tax for the year ended March 31, 2006 was Rs. 1,498.58 million as compared to Rs. 1,246.16 million for the year ended March 31, 2005. Based on the latest consolidated audited interim accounts of the Target Company, its profit after tax for the three months ended June 30, 2006 was Rs. 151.62 million as compared to Rs. 336.95 million for the three months ended June 30, 2005.
26. Based on the latest consolidated audited annual accounts of the Target Company, its paid-up Share Capital as at March 31, 2006 was Rs. 1,610.18 million as compared to Rs. 786.07 million as at March 31, 2005. Based on the latest consolidated audited interim accounts of Target Company, its paid-up Share Capital as at June 30, 2006 was Rs. 1,615.16 million, as compared to Rs 789.65 million as at June 30, 2005.
27. Based on the latest consolidated audited annual accounts of the Target Company, its reserves and surplus as at March 31, 2006 were Rs. 4,921.89 million as compared to Rs. 5,526.26 million as at March 31, 2005. Based on the latest consolidated audited interim accounts of the Target Company, its reserves and surplus as at June 30, 2006 were Rs. 5,107.54 million, as compared to Rs 5,878.45 million as at June 30, 2005.
28. Based on the latest consolidated audited annual accounts of the Target Company, its basic EPS for the year ended March 31, 2006 was Rs. 9.42 as compared to Rs. 8.22 for the year ended March 31, 2005. Based on the latest consolidated audited interim accounts of the Target Company, its basic EPS for the three months ended June 30, 2006 was Rs. 0.94 as compared to Rs. 2.15 for the three months ended June 30, 2005.

IV. Reasons for the Offer and future plans for the Target Company, if any

29. The Acquirer has acquired 83,000,000 Shares pursuant to the Previous Offer made by it, which closed on June 5, 2006, and is in control of the Target Company. Given the large oversubscription in the Previous Offer, the Acquirer intends to further stabilize the Target Company's shareholder base by providing a follow-on liquidity event for all interested shareholders, and this Offer is in realization of such strategy.
30. The Acquirer currently has no plans to sell, dispose of or otherwise encumber any assets of the Target Company in the next two years, except (i) to the extent required for the purposes of restructuring or rationalization of assets, investments, liabilities or otherwise of the Target Company or (ii) in the ordinary course of business of the Target Company. It will be the responsibility of the Board of Directors of the Target Company to make appropriate decisions in these matters in accordance with the requirements of the business. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws or legislation at the relevant time. Further, during this period, other than the Merger (as defined below), the Acquirer undertakes not to sell, dispose of or otherwise encumber any substantial assets of the Target Company, except with the prior approval of the shareholders of the Target Company during this period.
31. 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 Merger is subject to approval of the shareholders and creditors of the Target Company and EDS India and the High Courts at Mumbai and Karnataka. 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 new 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. The NSE and the BSE have already approved the Merger. The BSE required the Target Company to undertake that the entire 44,104,065 new 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 new 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.
32. Assuming full acceptances in this Offer and successful completion of the Merger, the Acquirer and PAC will together beneficially own 160,051,355 Shares or 76.6% of the Share Capital of the Target Company (as increased by the 44,104,065 new Shares to be issued pursuant to the Merger).

V. Statutory Approvals / other approvals required for the Offer

33. The Offer is subject to the receipt of the approval of the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder for each of (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.
34. The Acquirer or other relevant entities of the EDS Group, as applicable, will shortly be filing an application for the abovementioned RBI approvals and any other required approvals.
35. To the best of the knowledge of the Acquirer and the PAC, as on the date of this Public Announcement, there are no other statutory approvals required to implement the Offer, other than those contemplated above. If any other statutory approvals become applicable, the Offer would be subject to such statutory approvals. The Acquirer will have a right not to proceed with the Offer in terms of Regulation 27 of the SEBI (SAST) Regulations in the event that any of the statutory approval(s) contemplated above are refused.
36. In case of a delay in receipt of any statutory approval(s), Securities and Exchange Board of India ("**SEBI**") has the power to grant an extension of time to the Acquirer for payment of consideration to the tendering shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of wilful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.
37. To the best of its knowledge, the Acquirer does not require any approvals from financial institutions or banks for the Offer.

VI. Delisting Option to the Acquirer in terms of Regulation 21(3)

38. As per the listing agreements prescribed by the BSE and NSE, the Target Company is required to maintain a minimum threshold of public shareholding for listing on a continuous basis, which shall be complied with under the Offer.

VII. Financial Arrangements

39. The total financial resources required under the Offer, assuming full acceptance, will be Rs. 6,737,720,723.20 (Rupees Six Billion, Seven Hundred and Thirty Seven Million, Seven Hundred and Twenty Thousand, Seven Hundred and Twenty Three and Twenty Paise) (the "**Maximum Consideration**").
40. 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 issued in favor of the Manager to the Offer, is valid until March 15, 2007 and is for a sum of Rs. 825,000,000 (Rupees Eight Hundred and Twenty Five Million) which 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. In addition to the Guarantee and pending application for and receipt of the RBI approval for opening and operating an escrow account in India, the Acquirer has also deposited in an escrow account with Citibank N.A., London Branch, located at Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom (the "**Escrow Account**"), an amount of US$1,600,000 in cash (the "**Cash Deposit**"). The Cash Deposit represents, in equivalent Indian Rupees (as per the RBI reference exchange rate of Rs. 45.26 / US$ as on October 18, 2006; Source: www.rbi.org.in), more than 1% of the Maximum Consideration in accordance with Regulation 28 of the SEBI (SAST) Regulations.
41. The Acquirer has authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, whereby the funds will be transferred from the Escrow Account to an account of the Acquirer with Citibank N.A., D.N. Road Branch, Fort, Mumbai in India after the requisite approval has been obtained from the RBI for opening and operating an escrow account in India. The Guarantee also entitles the Manager to the Offer to realize the value thereof in terms of the SEBI (SAST) Regulations.
42. In view of the above Guarantee and Cash Deposit made by the Acquirer, a cash balance of over US$1.0 billion as of June 30, 2006 being available to the PAC and the additional confirmations received by the Manager to the Offer, the Manager to the Offer is satisfied that firm arrangements are in place to fulfil the Acquirer's obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations.
43. In the event of any shortfall in the Cash Deposit arising on account of exchange rate fluctuations, the Acquirer has undertaken to provide additional funds to ensure that the Escrow Account has adequate funds to discharge its obligations under the Offer.

VIII. Other Terms of the Offer

44. The Letter of Offer, together with the form of acceptance cum acknowledgement (the "**Form of Acceptance cum Acknowledgement**"), will be mailed to the public shareholders of the Target Company whose names appear on the register of members of the Target Company and to the beneficial owners of the dematerialised Shares, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on October 20, 2006 (the "**Specified Date**").
45. Holders of Shares in physical form who wish to tender their Shares will be required to send the Form of Acceptance cum Acknowledgement, original Share certificate(s), and transfer deed(s) duly signed to the Registrar to the Offer – Intime Spectrum Registry Limited, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400078 ("**Registrar**"), Telephone number: (022) 2596 3838, Fax number: (022) 2594 6969, either by hand delivery on weekdays, or by registered post, on or before the closure of the Offer (i.e. no later than December 18, 2006), in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.
46. A special depository account has been opened with Citibank N.A. at the National Securities Depositary Limited ("**NSDL**") called "**Escrow Account–MphasiS Offer**". The DPID is IN300054 and Client ID is 10018732. Shareholders of the Target Company who have their beneficiary account with the Central Depositary Services (India) Limited must use the inter-depository delivery instruction slip for the purpose of crediting their Shares in favor of the special depository account with NSDL.
47. Beneficial owners (holders of Shares in dematerialised form) who wish to tender their Shares will be required to send their Form of Acceptance cum Acknowledgement along with a photocopy of the delivery instruction in "Off-market" mode, or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("**DP**"), in favor of the special depository account to the Registrar to the Offer – Intime Spectrum Registry Limited, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400078, Telephone number: (022) 2596 3838, Fax number: (022) 2594 6969, either by hand delivery on weekdays or by registered post, on or before the closure of the Offer (i.e. no later than December 18, 2006), in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The credit for the delivered Shares should be received in the special depository account on or before closure of the Offer (i.e. no later than December 18, 2006).
48. In addition to the above-mentioned address, the equity shareholders of the Target Company who wish to avail of and accept the Offer can also deliver the Acceptance cum Acknowledgement Form along with all the relevant documents at any of the collection centers below in accordance with the procedure as set out in the Letter of Offer. All the centers mentioned herein below would be open as follows:

Hand Delivery at any of these offices: Monday to Friday 11.00 am to 4.00 pm and on Saturday 11.00 am to 1.00 pm. Office would be closed on Sundays and Public Holidays.

Address	Contact Person	Mode of Delivery	Phone No.	Fax
Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078.	Vishwas Attavar	Both Post & Hand Delivery	022-25960320-28	022-25960329
Intime Spectrum Registry Limited, 203, Davar House, Next to Central Camera, D N Road, Fort Mumbai - 400 001	Vivek Limaye	Hand Delivery	022-22694127	022-25960329
Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009	Hitesh Patel	Hand Delivery	079-2646 5179	079-2646 5179
Intime Spectrum Registry Ltd., No:658-57,1st Floor, Laxmi Venkateshwar Archade, 11th Main,4th Block Jayanagar, Opp Vijay Party Hall, Bangalore- 560 011	Chandra Shekhar	Hand Delivery	080-32720640	080-26910054 (Telefax)
Intime Spectrum Registry Limited, 59C,Chowringhee Road, 3rd Floor, Kolkata -700020	S.P. Guha	Hand Delivery	033-22890539/40	033-22890539/ 40 (Telefax)
8-1-461, Shivaji Nagar, Near Punjab National and Syndicate Bank, Secunderabad- 500003	Subramaniam	Hand Delivery	040-6575699/ 3744138	040-3744138 (telefax)
Intime Spectrum Registry Ltd., 3rd Floor, A-31, Naraina Industrial Area, Phase I, New Delhi -110 028	Bharat Bhushan	Hand Delivery	011-41410592/ 93/94	011-41410591
C/o Hitech Share Services Pvt Ltd., No 81, Ground Floor, MNO Complex, Greams Road, Chennai 600 006	Lakshmi Subramaniam	Hand Delivery	044 - 28292272 /73	044-42142061

49. All shareholders (registered or unregistered) of the Target Company who own Shares anytime before the closure of the Offer, are eligible to participate in the Offer anytime before the closure of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of Shares held, number of Shares offered, distinctive numbers, folio number, together with the original Share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their Shares. No indemnity is required from unregistered owners.
50. In case of non-receipt of the Letter of Offer, eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating their name, address, number of Shares held, distinctive numbers, folio number and number of Shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Offer (i.e. no later than December 18, 2006), or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of Shares held, number of Shares offered, DP name, DP ID, beneficiary account number, and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer (i.e. no later than December 18, 2006).
51. In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, equity shareholders desirous of withdrawing the Shares tendered by them in the Offer may do so up to 3 (three) working days prior to the date of closure of the Offer (i.e. no later than December 13, 2006). The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before December 13, 2006.

i. The withdrawal option can be exercised by submitting the form of withdrawal, enclosed with the Letter of Offer.

ii. In case of non-receipt of form of withdrawal, the withdrawal option can be exercised by making a plain paper application to the Registrar to the Offer along with the following details:
   - In case of physical Shares: name, address, distinctive numbers, folio number, and number of Shares tendered; and
   - In case of dematerialised Shares: name, address, number of Shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favor of the special depository account.

52. The Registrar to the Offer will hold in trust the Shares / Share certificates, Shares lying to the credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques / drafts for the consideration and / or the unaccepted Shares / Share certificates are dispatched / returned, as applicable.
53. If the aggregate of the valid responses to the Offer exceeds the Offer Size, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. Since the Shares are compulsorily traded in dematerialised form, minimum acceptance will be one Share.
54. Unaccepted Share certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders' / unregistered owners' sole risk, to the sole / first shareholder / unregistered owners. Unaccepted Shares held in dematerialised form will be credited back to the beneficial owners' depository account with the respective depository participant, as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.
55. Shareholders who have sent their Shares for dematerialisation need to ensure that the process of getting their Shares dematerialised is completed well in time so that the credit in the special depository account is received on or before the date of closure of the Offer (i.e. no later than December 18, 2006), else their application would be rejected.
56. While tendering the Shares under the Offer, Non Resident Indians ("**NRIs**") / Overseas Corporate Bodies ("**OCBs**") / foreign shareholders will be required to submit the previous RBI approvals (specific or general) that they would have obtained for acquiring the Shares of the Target Company. In case previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered.
57. While tendering Shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit a tax clearance certificate (the "**Tax Clearance Certificate**") from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 (the "**Income Tax Act**"). In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder under the Income Tax Act on the entire consideration amount payable to such NRIs / OCBs / foreign shareholders.
58. As per the provisions of Section 196D(2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the Income Tax Act payable to a Foreign Institutional Investor as defined in section 115AD of the Income Tax Act. Foreign Institutional Investors should certify ("**FII Declaration**") certain details including that the nature of its income under the Income Tax Act (capital gain or otherwise) arising from sale of shares in the Target Company. In the absence of the FII Declaration or where income from the sale of shares is not capital gain, the Acquirer shall deduct tax at the maximum marginal rate under the Income Tax Act, on the entire consideration amount payable. Foreign Institutional Investors may also submit a Tax Clearance Certificate from the Income Tax authorities while tendering the shares, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act. Where such Tax Clearance Certificate is provided the Acquirer shall deduct tax in accordance to the same.
59. A schedule of the activities pertaining to the Offer is given below:

Activity	Day and Date
Public Announcement Date	October 19, 2006
Specified Date*	October 20, 2006
Last date for a competitive bid	November 9, 2006
Date by which Letter of Offer will be dispatched to shareholders	November 23, 2006
Date for opening of the Offer	November 27, 2006
Last date for revising the Offer price / number of Shares	December 7, 2006
Last date for withdrawing acceptance from the Offer	December 13, 2006
Closure of the Offer	December 18, 2006
Last date of communicating rejection / acceptance and payment of consideration for applications accepted	January 2, 2007

* Specified Date is the date for determining the names of the shareholders to whom the Letter of Offer would be sent, being all the shareholders of the Target Company, whose names appear on the register of members of the Target Company and as regards the beneficial owners of the dematerialised Shares, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on October 20, 2006.

IX. General

60. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of this Public Announcement and the Letter of Offer, can withdraw the same up to 3 (three) working days prior to the date of closure of the Offer, in terms of Regulations 22(5A) of the SEBI (SAST) Regulations.
61. The Acquirer can revise the Offer Price upwards up to 7 (seven) working days prior to the closure of the Offer and if there is any upward revision in the Offer Price up to 7 (seven) working days prior to the date of closure of the Offer, or the Offer is withdrawn in terms of Regulations 22(5A) of the SEBI (SAST) Regulations, the same would be informed by way of a public announcement in the same newspapers where this Public Announcement appears and where there is any upwards revision in the Offer Price, the revised price would be payable to all shareholders who have accepted the Offer and tendered their Shares anytime during the Offer.
62. If there is a competitive bid:

- The public offers under all the subsisting bids shall close on the same date.
- As the Offer Price cannot be revised during 7 (seven) working days prior to the closure of the Offer / bids, it would, therefore, be in the interest of the shareholders to wait until the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.

63. The Acquirer, the PAC and their respective directors have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B or any other regulations made under the SEBI Act, 1992.
64. Pursuant to Regulation 13 of the SEBI (SAST) Regulations, the Acquirer and the PAC have appointed Citigroup Global Markets India Private Limited as Manager to the Offer.
65. Information provided by the Target Company has been relied on for the purposes of disclosures made in relation to the Target Company. Subject to the aforesaid, the Acquirer and its directors take responsibility for information contained in the Public Announcement to the extent required by the SEBI (SAST) Regulations save for information provided by the Registrar to the Offer in the Public Announcement.
66. Certain financial details contained in this Public Announcement quoted in Rupees are denominated in US$. The Rupee equivalent quoted in each case is calculated in accordance with the RBI reference exchange rate as on October 18, 2006, namely 1 US$ = Rs. 45.26 (Source: www.rbi.org.in).

This Public Announcement would also be available on SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance cum Acknowledgement, which will be available on SEBI's website at (www.sebi.gov.in) from the Offer Opening Date (i.e. November 27, 2006).

Manager to the Offer	Registrar to the Offer
citigroup	INTIME SPECTRUM REGISTRY LIMITED
Citigroup Global Markets India Private Limited Bakhtawar 4th Floor 229 Nariman Point Mumbai 400 021 Tel No: +91 22 6631 9890 Fax No: +91 22 6631 9803 Email: MphasiSbfl.openoffer@citigroup.com Contact Person: Mr. Pankaj Jain	Intime Spectrum Registry Limited C-13 Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai - 400 078, India Tel. : +91 22 2596 0320 (9 lines) Fax. : +91 22 2596 0329 Contact Person: Mr. Sachin Achar e- mail: Mphasisoffer@intimespectrum.com

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

Place: Mumbai
Date: October 19, 2006