POST OFFER PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

MphasiS Limited

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

The details subsequent to the completion of the Offer made vide Public Announcement dated October 19, 2006, Addendum to the Public Announcement dated January 26, 2007 and Addendum to the Public Announcement dated February 3, 2007, under the Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto, to the shareholders of MphasiS Limited (the "**Target Company**"), by TH Holdings (the "**Acquirer**") along with Electronic Data Systems Corporation as Person Acting in Concert (the "**PAC**"), to acquire upto 33,134,768 fully paid-up equity shares of Rs.10/- each, which represents 20% equity share capital of the Target Company, at a price of Rs. 204.50 (Rs. Two Hundred and Four and Fifty paise only) per fully paid up equity share, payable in cash are as under:

1.	Name of the Target Company	MphasiS Limited
2.	Name of the Acquirer(s) including PACs	Acquirer: TH Holdings PAC: Electronic Data Systems Corporation
3.	Name of Manager to the Offer	Citigroup Global Markets India Private Limited
4.	Name of the Registrar to the Offer, if any,	Mondkar Computers Private Limited
5.	Offer Details	
	a. Date of opening of the Offer:	January 29, 2007
	b. Date of closure of the Offer:	February 17, 2007

6. Details of the Acquisition

S. No.	Item	Proposed in the Offer Document		Actual	
1.	Offer Price	Rs. 204.50 per share		Rs. 204.50 per share	
2.	Shareholding of acquirer (No. & %) before MOU/PA	83,000,000 (50.1%)		83,000,000 (50.1%)	
3.	Shares to be acquired by way of MOU or market purchases (No. & %)	N.A.		N.A.	
4.	Shares acquired in the open offer (No & %)	33,134,768 (20.0%)		2,201 (0.0013%)	
5.	Size of the open offer (No. of the shares multiplied by offer price per share)	Rs. 6,776,060,056.00		Rs. 450,104.50	
6.	Shares acquired after PA but 7 working days prior to closure date, if any (No. & %)	NA		NA	
7.	Post Offer share holding of acquirer/PAC (No. & %) (2+3+4+6)	116,134,768 (70.1%)		83,002,201 (50.1%)	
8.	Pre & Post offer shareholding of Public (No. & %)	**Pre offer**	**Post offer**	**Pre offer**	**Post offer**
		82,673,839 (49.9%)	49,539,071 (29.9%)	82,673,839 (49.9%)	82,671,638 (49.9%)

7.	Status of the escrow account, whether released or not	All the funds in the escrow account as also the guarantee provided would be released shortly to the acquirer
8.	Payment of interest, if any, to the shareholders along with the details thereof.	N.A.
9.	Status of investor complaints received, if any.	Nil

The Acquirer and the Board of Directors of the Acquirer accept full responsibility for the information contained in this announcement. The Acquirer and the PAC shall be jointly and severally responsible for fulfillment of their obligations under the SEBI (SAST) Regulations, 1997.

This public announcement will also be available on SEBI's website www.sebi.gov.in.

Issued on behalf of the Acquirer and PAC by:

MANAGER TO THE OFFER
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
Contact Person: Mr. Pankaj Jain, Email: Mphasis.openoffer@citigroup.com

Date: February 28, 2007