

Ref: DCS/AMAL/SK/24(f)/324/2013-14

November 28, 2013

The Company Secretary  
**Mphasis Limited**  
Bagmane World Technology Centre,  
Marathalli Outer Ring Road,  
Doddanakhundi Village,  
Mahadevapura, Bangalore- 560 048.

Dear Sir

**Sub: Observation letter regarding the Scheme of Amalgamation of Mphasis Finsource Limited with Mphasis Limited**

We refer to your draft Scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 between Mphasis Finsource Limited (MFL) with Mphasis Limited (ML).

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated November 28, 2013, given its comment(s) on the draft scheme of amalgamation:


*"The company shall duly comply with various provisions of the Circulars."*

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of arrangement.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,

  
Jayesh Ashtekar  
Manager

  
Bhuvana Sriram  
Deputy Manager