

PUBLIC NOTICE

Proposed buy-back of up to 25% equity share capital of Morgan Stanley Investment Management Private Limited

Notice is hereby given in relation to the proposed buy back of equity shares of Morgan Stanley Investment Management Private Limited ('the AMC'), the asset management company to Morgan Stanley Mutual Fund ('MSMF'). The shares of the AMC are held in the ratio of 74.99:25 by Morgan Stanley Mauritius Company Limited, a company incorporated in Mauritius and Alanoushka Finlease and Investments Private Limited, a company incorporated in India, respectively. The remaining shares are held by two individual shareholders. As a part of its capital restructuring exercise, the AMC proposes to buy-back up to 25% of its total paid up equity capital (herein after referred as "the **proposed transaction**") from its shareholders in accordance with the relevant provisions of Articles of Association as well as the Companies Act, 1956.

The proposed transaction is viewed as a change in the controlling interest of the AMC in terms of Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, since the proposed transaction may lead to more than 10% change in the shareholding of the AMC from its existing shareholding pattern. SEBI vide its letter dated November 12, 2010 bearing no. OW/26464/2010 has taken note of the proposed transaction.

As a result of the proposed transaction, the total paid up capital and free reserves of the AMC would stand reduced to the extent of buy back. Investors are requested to note that there would be no change or impact on the management of the AMC/MSMF including constitution of the Board of Directors and Board of Trustees (herein after referred as "the Boards"), due to the proposed transaction.

The Boards as well as the shareholders of the AMC have approved the proposed transaction and the same will be executed over a period of two months from the date of this notice. An individual communication of the proposed transaction is also being sent to all the unit holders of the Schemes of MSMF for information. Please note that the revised shareholding pattern post completion of the proposed transaction shall be updated in the Statement of Additional Information.

For and On behalf of the Board of Directors,
of Morgan Stanley Investment Management Pvt. Ltd.,
(Investment Manager of Morgan Stanley Mutual Fund)

Sd/

Date: November 25, 2010

Place: Mumbai

Sonali Bendke,

Vice President - Compliance

For more information, please contact

Morgan Stanley Investment Management Private Limited

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Statutory Details: Morgan Stanley Mutual Fund has been set up as a Trust under Indian Trusts Act, 1882. **Sponsor:** Morgan Stanley. **Trustee:** Board of Trustees. **Investment Manager:** Morgan Stanley Investment Management Pvt. Ltd. **Risk Factors:** All mutual funds and securities investments are subject to market risks and there can be no assurance that the objectives of the Scheme/s will be achieved. As with any securities investment, the NAV of the units issued under the Scheme/s may go up or down, depending upon the factors and forces affecting the capital markets. Past performance of the Sponsors/Investment Manager/Mutual Fund does not, in any manner, indicate the future performance of the Scheme/s, and may not necessarily provide a basis of comparison with other investments. There is no assurance or guarantee to the unit holders as to the rate of dividend distribution nor will that dividends be paid regularly. Investors in the Scheme/s are not being offered any guaranteed/assured returns. The liquidity of investments made in the Scheme/s may be restricted by trading volumes and settlement periods. The Sponsor is not responsible or liable for any loss resulting from the operations of the Scheme/s beyond their initial contribution of Rs. 5 lac towards setting up of the Mutual Fund and such other accretions and additions to the corpus. **Investors should read the Scheme Information Documents and Key Information Memorandums [available at Investor Service Centres, Distributors, and on the Mutual Fund website www.morganstanley.com/indiamf], carefully before investing.**