

Marble II Pte. Ltd.
77 Robinson Road, #13-00, Robinson 77, 068896 Singapore

6 October 2020

To,

BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Symbol: MPHASIS
Scrip Code: 526299

Sub: Disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated 10 August 2021 filed by Marble II Pte. Ltd. (“Release of Encumbrance Disclosure”)

Ref.: E mail dated 4 October 2021 from BSE Limited in relation to the Release of Encumbrance Disclosure (“E mail”)

Dear Sir,

This is with reference to the E mail pursuant to which we have been requested to mention the reason for release of encumbrance in the field titled “Reasons for encumbrance” set out in the Release of Encumbrance Disclosure. As requested in your E mail, we have updated the filed titled “Reasons for encumbrance” in the Release of Encumbrance Disclosure with the following:

“Marble II sold 104,799,577 (55.99%) shares of the TC by way of an “off-market sale” on 10 August 2021 pursuant to which the shareholding of Marble II has reduced from 104,799,577 (55.99%) shares of the TC to nil (0%) shares of the TC.”

Please note that the aforesaid was already mentioned in the fields titled “Name of the promoter or PAC on whose shares encumbrance has been ~~created~~/released/~~invoked~~” and “Notes” in the Release of Encumbrance Disclosure.

Further, please note that no changes to the Release of Encumbrance Disclosure have been made apart from merely updating the field titled “Reasons for encumbrance” as mentioned above. The captioned Release of Encumbrance Disclosure was submitted within the time limit prescribed under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

CC: The Company Secretary, Mphasis Limited – For your information.

For and on behalf of Marble II Pte. Ltd.

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Authorised Signatory
Name: Kwang Yew See
Designation: **Director**
Date: **6 October 2021**
Place: Singapore

ANNEXURE – 1

<u>Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>				
Name of the Target Company(“TC”)		Mphasis Limited		
Names of the stock exchanges where the shares of the target company are listed		BSE Limited National Stock Exchange of India Limited		
Date of reporting		10 August 2021		
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked		<p>Marble II Pte. Ltd. (the promoter of the TC) (“Marble II”) is a wholly owned subsidiary of Marble I Pte. Ltd. (“Marble I”).</p> <p>Marble I had created a pledge on its entire shareholding in Marble II, in favour of DB International Trust (Singapore) Limited (being the collateral agent) on 20 June 2017 as a security in relation to the senior notes issued by Marble II, as has been earlier disclosed by way of disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated 29 June 2017.</p> <p>Marble II sold 104,799,577 (55.99%) shares of the TC by way of an “off-market sale” on 10 August 2021 pursuant to which the shareholding of Marble II has reduced from 104,799,577 (55.99%) shares of the TC to nil (0%) shares of the TC.</p>		
Details of the creation / release of encumbrance:				
Name of the promoter (s) or	Promoter holding in the target company (1)	Promoter holding already encumbered	Details of events pertaining to encumbrance (3)	Post event holding of encumbered shares { creation

Pte. Ltd. ^{\$\$}			below	below									

Notes:

- (a) Marble I Pte. Ltd. had created a pledge on its entire shareholding in Marble II Pte. Ltd., in favour of DB International Trust (Singapore) Limited (being the collateral agent) on 20 June 2017 as a security in relation to the senior notes issued by Marble II.
- (b) Marble II Pte. Ltd. has sold 104,799,577 (55.99%) shares of the TC by way of an “off-market sale” on 10 August 2021 pursuant to which the shareholding of Marble II Pte. Ltd. has reduced from 104,799,577 (55.99%) shares of the TC to nil (0%) shares of the TC.
- (c) BCP Asia (SG) Mirror Holding Pte. Ltd. (“**Parent**”) has, pursuant to a Singapore law governed security document, dated 28 July 2021 (“**Security Document**”) entered into between BCP Topco IX Pte. Ltd. (“**BCP Topco**”), the Parent and DB International Trust (Singapore) Limited as the Security Agent (“**Security Agent**”), created a pledge over 100% shares of BCP Topco held by the Parent in favour of the Security Agent (for the benefit of the Lenders, as defined in the Security Document) to secure the Facility (as defined below) (to clarify, BCP Topco (a promoter of the TC) has not created any pledge on the equity shares of the TC). As on date, BCP Topco holds 104,799,642 equity shares of the TC amounting to 55.99% of the share capital carrying voting rights of the TC on a fully diluted basis. Further, BCP Topco and the Parent have agreed to certain covenants under the facility agreement dated 1 July 2021, *inter alia*, between BCP Topco, Parent, the Security Agent and Deutsche Bank AG, Singapore Branch as the Agent and Initial Account Bank in respect of term loan facilities of up to USD 1,100,000,000 (United States Dollars One Thousand and One Hundred Million only) (the “**Facility**”) to be availed by BCP Topco, that are in the nature of encumbrance.

^{\$\$} Please note that BCP Topco is an acquirer in the open offer that was triggered on 26 April 2021 pursuant to the share purchase agreement dated 26 April 2021 (“**SPA**”), entered into between BCP Topco, as the acquirer, and the Seller (as defined in the note ^{&&} below).

^{&&} Please note that Marble II is the seller (“**Seller**”) under the SPA pursuant to which the open offer was triggered by BCP Topco on 26 April 2021. In terms of Regulation 31A(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), the intent of Marble II to reclassify has been already disclosed at paragraph 8 of Section III(A) (Background to the Open Offer) in the Letter of Offer in relation to the open offer of Mphasis Limited. In addition, such intent of Marble II to reclassify has also been already disclosed at paragraph 2.3 of Section 2 (Transaction which has triggered the Open Offer obligations (the “**Underlying Transaction**”)) in the Public Announcement, paragraph 8 of Section II (Background to the Open Offer) in the Detailed Public Statement and paragraph 8 of Section III(A) (Background to the Open Offer) in the Draft Letter of Offer in relation to the open offer of Mphasis Limited. Further, the re-classification application with respect to Marble II will be filed with the stock exchanges (i.e., BSE Limited and the National Stock Exchange of India Limited) shortly. Accordingly, upon receipt of the relevant approvals from the stock exchanges,

the re-classification of Marble II under Regulation 31A of the SEBI (LODR) Regulations will be effective from and immediately upon consummation of the Underlying Transaction (as defined in the Letter of Offer in relation to the open offer of Mphasis Limited) i.e., on 10 August 2021.

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

***This would include name of both the lender and the ~~trustee~~ collateral agent who may hold shares directly or on behalf of the lender.

For and on behalf of Marble II Pte. Ltd.

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Authorised Signatory

Name: Kwang Yew See

Designation: **Director**

Date: 10 August 2021

Place: Singapore