

1. BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001
  
2. National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051

21 January 2019

**Sub: Disclosures under Regulation 29(1) and 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sirs,

We refer to the following disclosures made by us in the past:

- Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 dated June 22, 2017 for Mphasis Ltd
- Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 dated January 8, 2019 for Mphasis Ltd

On an internal review of the above along with the disclosure made by the Promoter of Mphasis Limited to the stock exchanges 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 reported on June 29, 2017, we are of the view that the disclosures made by us (referred above) were not required. We hereby, withdraw the disclosures filed by us dated June 22, 2017 and January 8, 2019, since the disclosure made by the Promoter on June 29, 2017 is sufficient.

Further, as disclosed by the Promoter in its disclosure on June 29, 2017, Marble I Pte. Ltd. created a pledge on its entire shareholding in Marble II Pte. Ltd. (the promoter of Mphasis Limited) in favour of DB International Trust (Singapore) Limited (being the trustee and collateral agent) on June 20, 2017, as security in relation to the senior notes issued by Marble II Pte. Ltd. We confirm that as on June 22, 2017, June 29, 2017, January 8, 2019 and as on date, DB International Trust (Singapore) Limited does not hold any encumbrance over the securities of Mphasis Limited which are held by Marble II Pte. Ltd.

Based on the above, we accordingly enclose the revised disclosure clarifying the above.

Do let us know if you need any further details.

Thank you,

For **Deutsche Bank AG**

A handwritten signature in black ink, appearing to be 'Ajoy Kumar', written over a horizontal line.

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**Authorized Signatory**

**Name: Ajoy Kumar**

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	MPHASIS LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	DB International Trust (Singapore) Limited as "Collateral Agent", DB International (Asia) Limited, Xtrackers FTSE Emerging Comprehensive Factor ETF		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	The National Stock Exchange of India Limited BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition/sale under consideration, holding of :</b>			
a) Shares carrying voting rights	40,782	0.02%	N/A
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	40,782	0.02%	N/A

<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	68,902	-	N/A
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	68,902	-	N/A
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	109,684	0.06%	N/A
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	109,684	0.06%	N/A
Mode of acquisition / sale (e.g. open market / off-market /public issue / rights issue / preferential allotment / inter-se transfer etc).	Market acquisition		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	21 June 2017 to 04 January 2019		
Equity share capital / total voting capital of the TC before the said acquisition / sale	193,047,002 shares of Rs. 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	186,096,553* shares of Rs. 10 each. * The equity share capital of the TC reduced from Rs. 1,930,470,020 to Rs. 1,860,965,530 due to the last buyback completed by the Company on 28 December 2018.		

Total diluted share/voting capital of the TC after the said acquisition	N/A
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(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note:

We refer to the following disclosures made by us in the past:

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- Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 dated January 8, 2019 for Mphasis Ltd

On an internal review of the above along with the disclosure made by the Promoter to the stock exchanges 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 reported on June 29, 2017, we are of the view that the disclosures made by us (referred above) were not required. We hereby, withdraw the disclosures filed by us dated June 22, 2017 and January 8, 2019, since the disclosure made by the Promoter on June 29, 2017 is sufficient.

Marble I Pte. Ltd. created a pledge on its entire shareholding in Marble II Pte. Ltd. (being the promoter of Mphasis Limited) in favour of DB International Trust (Singapore) Limited (being the collateral agent) as on June 20, 2017, as security in relation to the senior notes issued by Marble II Pte. Ltd. We confirm that Marble II Pte. Ltd. has not created any charge over its holding in Mphasis Limited in favour of DB International Trust (Singapore) Limited.

**Signature of the acquirer / ~~seller~~ / Authorised Signatory**



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Ajoy Kumar  
Vice President  
Deutsche Bank AG, Hong Kong Branch  
Date: 21 January, 2019

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