

Annexure – II

(Ref: Securities and Exchange Board of India circular dated 07 August 2019 bearing reference no. SEBI/HO/CFD/DCR1/CIR/P/2019/90)

Format for disclosure of reasons for encumbrance

(In addition to Annexure – I prescribed by way of circular dated August 05, 2015)

Name of listed company	Mphasis Limited (“ Company ”)
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s)/ PACs whose shares have been encumbered	<p>Marble II Pte. Ltd. (the promoter of the Company) (“Marble II”) is a wholly owned subsidiary of Marble I Pte. Ltd. (“Marble I”).</p> <p>On 20 June 2017, Marble I has created a pledge on its entire shareholding in Marble II, in favour of DB International Trust (Singapore) Limited (being the trustee and collateral agent), as a security in relation to the senior notes issued by Marble II.</p> <p>The disclosure in terms of Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) in this regard was already made on 29 June 2017 (copy enclosed as “Annexure A”).</p>
Total promoter shareholding in the listed company	<p>The details of shareholding of Marble II (i.e., the promoter of the Company) in the Company are as follows:</p> <p>No. of shares – 9,73,17,781 % of total share capital – 52.23%</p>
Encumbered shares as a % of promoter shareholding	<p>Marble II (i.e., the promoter of the Company) has not encumbered any shares in the Company.</p> <p>On 20 June 2017, Marble I has created a pledge on its entire shareholding in Marble II, in favour of DB International Trust (Singapore) Limited (being the trustee and collateral agent), as a security in relation to the senior notes issued by Marble II. As on date, Marble II holds 52.23% of the total share capital of the Company (“Note”).</p>
Whether encumbered share is 50% or more of promoter shareholding	Please refer to the Note set out above.

Whether encumbered share is 20% or more of total share capital	Please refer to the Note set out above.
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Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: <u>20 June 2017</u>)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Please refer to the Note set out above.
No. and % of shares encumbered		Please refer to the Note set out above.
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	DB International Trust (Singapore) Limited (being the trustee and collateral agent)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES / NO DB International Trust (Singapore) Limited is the trustee and collateral agent in relation to the senior notes issued by Marble II.
	Names of all other entities in the agreement	Listed company and its group companies (if any) – 1. Marble I Pte. Ltd. Other entities (if any) – 1. DB International Trust (Singapore) Limited
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES/ NO Please refer to the Note set out above. If yes, 1. Name of the issuer: Marble II 2. Details of the debt instrument: 5.30% Senior Notes due 2022 (“Notes”) 3. Whether the debt instrument is listed on stock exchanges? No

		<p>4. Credit Rating of the debt instrument:</p> <p>(a) Moody's: Ba2</p> <p>(b) Fitch Ratings Ltd.: BB</p> <p>5. ISIN of the instrument:</p> <p>(a) 144A Notes: US566067 AA24</p> <p>(b) Regulation S Notes: USY57657 AA90</p>
Security Cover/ Asset Cover	Value of shares on the date of event/ agreement (A)	No shares (as defined under the Takeover Regulations) have been encumbered. Please refer to the Note set out above.
	Amount involved (against which shares have been encumbered) (B)	No shares (as defined under the Takeover Regulations) have been encumbered. Please refer to the Note set out above.
	Ratio of A / B	Not applicable
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	Utilized for discharging the debt of Marble II. Not utilized for the benefit of the Company.

Marble II Pte. Ltd



Name: SEE, Kwang Yew

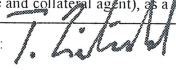
Title: Authorised Signatory

Place: Singapore

Date: October 1, 2019

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

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						June 29, 2017								
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 has released the pledge on its entire shareholding in Marble II created on August 30, 2016 in favour of DB International Trust (Singapore) Limited on June 20, 2017. Subsequently, on June 20, 2017, Marble I has created a pledge on its entire shareholding in Marble II, in favour of DB International Trust (Singapore) Limited (being the trustee and collateral agent), as a security in relation to the senior notes issued by Marble II.</p> <p>Further, the non-disposal undertaking entered into by Marble II in respect of 127, 106,266 shares of TC on September 1, 2016 has been terminated.</p>								
Details of the creation/ invocation /release of encumbrance:														
Name of the promoter(s) or PACs with him (**)		Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)						Post event holding of encumbered shares [creation {(2)+(3)}/ release {(2)-(3)}/ invocation {(2)-(3)}]	
	No. of shares	% of total share capital	% w.r.t diluted share capital (*)	No. of shares	% of total share capital	Type of event (creation/ release/ invocation)	Date of creation/ invocation/ release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking / others)	No. of shares	% of total share capital	Name of the entity in whose favour shares encumbered	No. of shares	% of total share capital	

Marble II Pte Ltd	11,66,91,668	60.45%	59.15 % ⁽¹⁾	11,66,91,668	60.45%	Release	June 20, 2017	Non disposal undertaking	11,66,91,668	60.45%	DB International Trust (Singapore) Limited	Nil	Nil
<p>Marble I, the holding company of Marble II (the promoter of the TC), has released the pledge on its entire shareholding in Marble II created on August 30, 2016 in favour of DB International Trust (Singapore) Limited on June 20, 2017. Subsequently, on June 20, 2017, Marble I has created a pledge on its entire shareholding in Marble II, in favour of DB International Trust (Singapore) Limited (being the trustee and collateral agent), as a security in relation to the senior notes issued by Marble II.</p>													
<p>Signature of the Authorised Signatory: </p> <p>Place: Singapore</p> <p>Date: June 29, 2017</p>													

(1) This data is provided as of June 20, 2017.

(**) 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.

(*) Total share 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.