

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	Marble II Pte. Ltd.		
Whether the acquirer belongs to Promoter/Promoter group	Yes.		
Name(s) of the stock exchange(s) where the shares of TC are listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
(a) Shares carrying voting rights	101,230,853	52.34%	51.06%
(b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	0	0.00%	0.00%
(c) Voting rights (“VR”) otherwise than by shares	0	0.00%	0.00%
(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)	0	0.00%	0.00%
(e) Total (a+b+c+d)	101,230,853	52.34%	51.06%
Details of acquisition/sale			
(a) Shares carrying voting rights acquired/sold	3,913,072	% on pre-buyback capital (#)	2.02% 1.97%

		% on post-buyback capital (\$)	2.10%	2.05%
(b) VRs acquired /sold otherwise than by equity shares	0	0.00%		0.00%
(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	0	0.00%		0.00%
(d) Shares encumbered/invoked/released by the acquirer	0	0.00%		0.00%
(e) Total (a+b+c+/-d)	3,913,072	% on pre-buyback capital (#)	2.02%	1.97%
		% on post-buyback capital (\$)	2.10%	2.05%
After the acquisition/sale, holding of:				
(a) Shares carrying voting rights	97,317,781	52.29% (\$)		50.97% (\$)
(b) Shares encumbered with the acquirer	0	0.00%		0.00%
(c) VRs otherwise than by shares	0	0.00%		0.00%
(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	0	0.00%		0.00%
(e) Total (a+b+c+/-d)	97,317,781	52.29% (\$)		50.97% (\$)
Mode of acquisition /sale (e.g. open market/off-market/public issue/rights issue/preferential allotment/inter-se transfer etc.)	Sale pursuant to a buyback (through tender offer method) by the TC.			

Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	28 December 2018.
Equity share capital/total voting capital of the TC before the said acquisition/sale (<i>pre buyback</i>)	193,417,108 equity shares of the TC.
Equity share capital/total voting capital of the TC after the said acquisition/sale (<i>post buyback</i>)	186,096,553 equity shares of the TC (post buyback paid-up share capital of the TC after extinguishment of equity shares pursuant to the buyback).
Total diluted share/voting capital of the TC after the said acquisition/sale (<i>post buyback</i>)	190,930,634 equity shares of the TC (post buyback paid-up share capital of the TC after extinguishment of equity shares pursuant to the buyback).

(#) Shares sold as a percentage of the total pre-buyback equity share capital/total voting capital of the TC.

(\$) Shares sold as a percentage of the total post-buyback equity share capital/total voting capital of the TC.

(*) 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.

signatory

Marble II Pte. Ltd.

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Name: Christian Keiber

Title: Director

Place: Singapore

Date: 28.12.2018