

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	Acquirer: Marble II Pte. Ltd. PAC 1: Marble I Pte. Ltd. PAC 2: Blackstone Capital Partners (Cayman II) VI L.P.		
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 capital 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	116,691,668	60.379%	60.379%
(b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/others)	0	0.000%	0.000%
(c) Voting rights (“VR”) otherwise than by shares	0	0.000%	0.000%
(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	0.000%	0.000%
(e) Total (a+b+c+d)	116,691,668	60.379%	60.379%
Details of acquisition/sale			
(a) Shares carrying voting rights	15,460,815	8.000%	8.000%

acquired/sold			
(b) VRs acquired/sold otherwise than by shares	0	0.000%	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) sold	0	0.000%	0.000%
(d) Shares encumbered/invoked/released by the acquirer	0	0.000%	0.000%
(e) Total (a+b+c+/-d)	15,460,815	8.000%	8.000%
After the acquisition/sale, holding of:			
(a) Shares carrying voting rights	101,230,853	52.379%	52.379%
(b) Shares encumbered with the acquirer	0	0.000%	0.000%
(c) VRs otherwise than by shares	0	0.000%	0.000%
(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	0.000%	0.000%
(e) Total (a+b+c+d)	101,230,853	52.379%	52.379%
Mode of acquisition/sale (e.g. open market/public issue/rights issue/preferential allotment/inter-se transfer etc.)	Pursuant to open market sales.		
Date of acquisition/sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	14 May 2018.		
Equity share capital/total voting capital of the TC before the said acquisition/sale	193,260,182 equity shares of the TC (as per shareholding pattern as on 31 March 2018 as publicly disclosed by TC).		

Equity share capital/total voting capital of the TC after the said acquisition /sale	193,260,182 equity shares of the TC (as per shareholding pattern as on 31 March 2018 as publicly disclosed by TC).
Total diluted share/voting capital of the TC after the said acquisition /sale	193,260,182 equity shares of the TC (as per shareholding pattern as on 31 March 2018 as publicly disclosed by 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.

Signature of
Marble II Pte. Ltd.

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Name: Christian Keiber
Title: Director
Place: Singapore
Date: 14 May 2018

Signature of
Marble I Pte. Ltd.

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Name: Christian Keiber
Title: Director
Place: Singapore
Date: 14 May 2018

Signature of
**Blackstone Capital Partners (Cayman II) VI
L.P.**

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Name:
Title: Authorised Signatory
Place:
Date: 14 May 2018

Signature of
Marble II Pte. Ltd.

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Name: Christian Keiber
Title: Director
Place: Singapore
Date: 14 May 2018

Signature of
Marble I Pte. Ltd.

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Name: Christian Keiber
Title: Director
Place: Singapore
Date: 14 May 2018

Signature of
**Blackstone Capital Partners (Cayman II) VI
L.P.**

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Name: Christopher Striano
Title: Authorised Signatory
Place: New York, USA
Date: 14 May 2018