

Marble II Pte. Ltd.
(Company Registration No.: 201607338H)

Date: 1 April 2020

The Manager, Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	The Manager, Listing National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G- Block, Bandra Kurla Complex, Mumbai – 400 051	Company Secretary, Mphasis Limited, Bagmane World Technology Center, Marathalli Outer Ring Road, Doddannakhundhi Village, Mahadevapura, Bangalore – 560 048	Audit Committee, Mphasis Limited, Bagmane World Technology Center, Marathalli Outer Ring Road, Doddannakhundhi Village, Mahadevapura, Bangalore – 560 048
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Dear Sirs,

Disclosure under Regulations 30 and 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011.

Please find enclosed the **(i)** disclosure of shareholding as at 31 March 2020, as required to be made under Regulations 30 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”); and **(ii)** declaration as required to be made under Regulation 31(4) of the Takeover Regulations.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For MARBLE II PTE.LTD.

A handwritten signature in blue ink, consisting of a stylized 'S' and 'K' intertwined, followed by a horizontal line.

Authorised Signatory

Name: See Kwang Yew

Place: Singapore

Designation: Director

DISCLOSURE UNDER REGULATION 30(1) AND 30(2) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

PART – A DETAILS OF SHAREHOLDING

1.	NAME OF THE TARGET COMPANY (TC)	MPHASIS LIMITED		
2.	NAME(S) OF THE STOCK EXCHANGE(S) WHERE THE SHARES OF THE TC ARE LISTED	1. NATIONAL STOCK EXCHANGE OF INDIA LIMITED 2. BSE LIMITED		
3.	PARTICULARS OF THE SHAREHOLDER(S): a. Name of the person(s) together with Person Acting in Concert (“PAC”) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Promoter (shareholder): MARBLE II PTE. LTD. PAC 1: Marble I Pte. Ltd. PAC 2: Blackstone Capital Partners (Cayman II) VI L.P.		
4.	PARTICULARS OF THE SHAREHOLDING OF PERSON(S) MENTIONED AT (3) ABOVE	NUMBER OF SHARES	% W.R.T TOTAL SHARE/VOTING CAPITAL WHEREVER APPLICABLE	% OF TOTAL DILUTED SHARE/VOTING CAPITAL OF TC(*)
	AS OF MARCH 31 ST OF THE YEAR, HOLDING OF:			
	a) Shares	10,47,99,577	56.21%	56.21%
	b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
	c) Warrants	Nil	Nil	Nil
	d) Convertible Securities	Nil	Nil	Nil
	e) Any other instrument that would entitle the holder to receive shares in the TC.	Nil	Nil	Nil
	TOTAL	10,47,99,577	56.21%	56.21%

Note:

- In case of promoter(s) making the disclosure under Regulation 30(2), no additional disclosures under Regulation 30(1) is required.
- (*) 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.

For MARBLE II PTE. LTD.



Authorised Signatory

Name: See Kwang Yew

Place: Singapore

Date: 1 April 2020

Designation: Director

NAME OF THE TARGET COMPANY: MPHASIS LIMITED

Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter group	
MARBLE II PTE. LTD	Promoter	
PAC 1: Marble I Pte. Ltd.	Promoter Group	
PAC 2: Blackstone Capital Partners (Cayman II) VI L.P.	Promoter Group	

Note:

(**) – Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

For MARBLE II PTE. LTD.



Authorised Signatory

Name: See Kwang Yew

Place: Singapore

Date: 1 April 2020

Designation: Director

**DECLARATION UNDER REGULATION 31(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Marble II Pte. Ltd. (promoter of Mphasis Limited) hereby declares that Marble II Pte. Ltd. along with the following persons acting in concert with it i.e., Marble I Pte. Ltd. and Blackstone Capital Partners (Cayman II) VI L.P. has not encumbered any shares of Mphasis Limited during the financial year 2019 - 2020.

As disclosed earlier, on 20 June 2017, Marble I Pte. Ltd. has created a pledge on its entire shareholding in Marble II Pte. Ltd. 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 Pte. Ltd.

For MARBLE II PTE. LTD.



Authorised Signatory

Name: See Kwang Yew

Place: Singapore

Date: 1 April 2020

Designation: Director