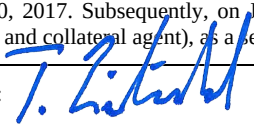


Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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						Marble II Pte. Ltd. (the promoter of the TC) (“Marble II”) is a wholly owned subsidiary of Marble I Pte. Ltd. (“Marble I”). 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. 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.							
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
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.													
Signature of the Authorised Signatory: 													
Place: Singapore													
Date: June 29, 2017													

(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.