

CIN : L30007KA1992PLC025294

13 June 2014

Manager Listing

National Stock Exchange of India Ltd.
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011.

Dear Sir,

We hereby enclose the disclosures received from Baring India Private Equity Fund III Listed Investment Limited (Fund III) and Baring India Investment Limited, PCC (Fund I) under regulation 29(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

In terms of the disclosures received, 43,94,750 shares of the Company were sold in the open market in several tranches spread over period of time, the last tranche of 65,000 shares of Fund I and 1,30,000 shares of Fund III were sold on 11 June 2014.

Request you to kindly take the above on record in terms of the provision of the Listing agreement.

Thanking you,

For Mphasis Limited


A Sivaram Nair
Sr. VP, Company Secretary,
General Counsel & Ethics Officer
Encl: A/A

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	Baring India Private Equity Fund III Listed Investments Limited ("Fund III") and Baring India Investments Limited, PCC ("Fund I")		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange National Stock Exchange		
Details of the 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 disposal under consideration, holding of :			
a) Shares carrying voting rights	8,654,363 (held by Fund III)	4.118%	4.118%
	4,271,872 (held by Fund I)	2.033%	2.033%
b) Voting rights (VR) otherwise than by equity shares	b) ---	b) ---	b) ---
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)	c) ---	c) ---	c) ---
d) Total (a+b+c)	12,926,235	6.151%	6.151%

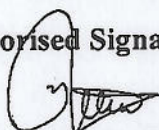
Details of sale			
a) Shares carrying voting rights sold	2,929,833 (Sold by Fund III)	1.394%	1.394%
	1,464,917 (Sold by Fund I)	0.697%	0.697%
b) VRs sold otherwise than by equity shares	b)---	b)---	b)---
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	c)---	c)---	c)---
d) Total (a+b+c)	4,394,750	2.091%	2.091%
After the sale, holding of:			
a) Shares carrying voting rights	5,724,530 (held by Fund III)	2.724%	2.724%
	2,806,955 (held by Fund I)	1.336%	1.336%
b) VRs otherwise than by equity shares	b)---	b)---	b)---
		c)---	c)---
c) Warrants/convertible securities/any other instrument that entitles the acquirer to	c)---		c)---

receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
d) Total (a+b+c)	8,531,485	4.060%	4.060%
Mode of sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open market		
Date of ~~acquisition~~ / sale of shares / ~~VR or date of receipt of intimation of allotment of shares, whichever is applicable~~	The sales under disclosure were made in several tranches spread over a period of time. The last tranche of 65,000 shares of Fund I and 130,000 shares of Fund III (which triggered the disclosure requirement) was sold on 11 June 2014.		
Equity share capital / total voting capital of the TC before the said ~~acquisition~~ /sale	210,134,821		
Equity share capital/ total voting capital of the TC after the said ~~acquisition~~ /sale	210,134,821		
Total diluted share/voting capital of the TC after the said ~~acquisition~~ /sale	210,134,821		

Note:

(*) 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.

Authorised Signatory



Name: Mehreen Peeroo
For Cim Fund Services Ltd,
Secretary

Place: Mauritius

Date: 12 June 2014