

2 September 2016

The Listing Manager  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No.C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai 400 051

Dear Sir,

**Sub.- Intimation of Change in Control of the Company and related matters**

Further to our letter dated 1 September 2016, on the captioned subject, we wish to mention that the shareholding in the Company by Marble II Pte. Ltd. (the "Acquirer"), post-acquisition and Open Offer is 127,108,444 Equity Shares representing 60.47% of the paid up share capital of the Company. The same has been inadvertently been mentioned as 127,108,244 in the aforesaid letter. The revised letter is enclosed for your reference.

We request you to kindly take the above mentioned revised shareholding details on record.

Thanking you,


Yours faithfully,

For Mphasis Limited



**A Sivaram Nair**  
EVP, Company Secretary,  
General Counsel & Ethics Officer



Encl: as above 

1 September 2016

The Listing Manager  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No.C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai 400 051

Dear Sir,

**Sub.- Intimation of Change in Control of the Company and related matters**

We wish to inform you that as a result of the completion of the sale and purchase of shares pursuant to the Share Purchase Agreement executed on 4 April 2016, for sale and purchase of shares in the Company from EDS Asia Pacific Holdings, EDS World Corporation (Far East) LLC and EDS World Corporation (Netherlands) LLC ("**Outgoing Promoters**") by Marble II Pte. Ltd. (the "**Acquirer**"), the Company has been intimated today that the Acquirer had acquired the entire stake from the Outgoing Promoters, being 127,106,266 (one hundred twenty seven million, one hundred six thousand two hundred and sixty six) Equity Shares, representing 60.47% of the paid up Share Capital ("**Change of Control**"). Consequent to the Change in the Control, the Acquirer is the new Promoter of the Company and the Outgoing Promoters have ceased to (i) hold any shares in the Company, (ii) hold control of the Company, and (iii) be the promoters of the Company. In addition, further to the completion of acquisition of shares by the Acquirer under the open offer ("**Open Offer**") to the Public Shareholders, as per the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Regulations**"), the Acquirer had already acquired 2,178 (Two thousand one hundred seventy eight) Equity Shares, from the Public Shareholders, under the Open Offer.

The shareholding of the Acquirer post the acquisition and Open Offer is 127,108,444 equity shares representing 60.47% of the paid up Share Capital of the Company.

Consequent to the above, the Board of Directors vide its resolution dated today had noted the Change of Control of the Company and had, *inter-alia*, considered the following:

1. Approval of appointments of Mr. David Lawrence Johnson, Mr. Dario Zamarian, Mr. Paul James Upchurch, Mr. Amit Dixit and Mr. Amit Dalmia as Directors on the Board, as per the following details:
  - a) Date of appointment and term of appointment: Pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company the above Directors have been appointed as a non-executive additional director effective the closing hours of 1 September 2016 at Bengaluru and shall hold office up to the date of the ensuing Annual General Meeting of the Company.



Mphasis Limited, An HP Company

Registered Office: Bagmane World Technology Centre, Marathahalli Outer Ring Road, Doddanahundi Village, Mahadevapura, Bangalore 560 048, India.  
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- b) Brief Profile: the brief profile of the directors is enclosed herewith and is also being uploaded on the website of the Company (www.mphasis.com).
  - c) Disclosure of relationship between directors: Nil.
  - d) Reason for Change: Change of Control of the Company.
2. Recording of resignations, of Mr. Stefan Antonio Lutz, Mr. James Mark Merritt, Mr. Lakshmikanth K Ananth, Mr. Jeff Thomas Ricci and Ms. Mary Teresa Hassett, effective the closing hours of 1 September 2016 at Bengaluru. The aforesaid directors have resigned on account of Change of Control of the Company.

We further wish to inform you that the Company has received requests from the Outgoing Promoters of the Company pursuant to Regulation 31A (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for reclassification as non-promoters of the Company. The Board of Directors of the Company vide its resolution dated today have approved the re-classification of the Outgoing Promoters as non-promoters of the Company, subject to approval of the shareholders.

The Extraordinary General Meeting of the Company in connection with the above is scheduled to be held on Thursday, the 13 October 2016 at The Chancery Pavilion Hotel, No.135, Residency Road, Bangalore 560 025. The Company will make necessary applications to the stock exchanges seeking its approval for the re-classification of the Outgoing Promoters as non-promoters of the Company, subsequent to the approval of the shareholders.

We request you to kindly take the above on record as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

**For Mphasis Limited**

**A Sivaram Nair**  
**EVP, Company Secretary,**  
**General Counsel & Ethics Officer**



Encl: as above



**Mr. David Lawrence Johnson**

David Lawrence Johnson (*Dave Johnson*) is a senior advisor to Blackstone, where he has led many of their Private Equity technology investments. He joined the firm in 2013 and is based in New York. He is currently a Director of Optiv (Cyber Security), Cylance (Cyber Security), Pactera (IT Services), Intsigths (Cyber Security) and Green Sky Labs (Planner). Before joining Blackstone, Mr. Johnson was Senior Vice President of Strategy at Dell Corporation, where he was responsible for corporate strategy, corporate development, and acquisition integration. Prior to joining Dell, Mr. Johnson held a number of positions at IBM, including Vice President of Corporate Development, responsible for the company's acquisitions, divestitures, minority investments and acquisition integration. Mr. Johnson received a B.A. in English and an M.B.A. from Boston College.



**Mr. Dario Zamarian**

Dario Zamarian is a senior business executive with broad experience in the IT industry focusing on cloud software, networking, information security, systems management and IT services. His operational experience spans Fortune 100 companies, Private-Equity firms and VC-backed start-ups.

Mr. Zamarian is an Operating Advisor with The Blackstone Group.

Prior to Blackstone, Mr. Zamarian was Dell's Global Vice President and Worldwide General Manager of the Enterprise Systems & Solutions and the Networking Divisions, where he was responsible for strategy and operations. Prior to Dell, he was Vice President and General Manager of Cisco's Security and Network Management Business Unit.

Mr. Zamarian has an M.B.A from INSEAD (European Institute of Business Administration), Fontainebleau, France, and an M.S.E.E. from Polytechnic of Turin, Torino, Italy focusing on Enterprise software and IT services of the business with a globally distributed organization of sales channel, engineering and operations. During his tenure the Networking business grew to \$1B in revenue, a fivefold increase, with a 1,000 people organization.

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With a portfolio of systems management software and appliances, his organization enabled more than \$2B incremental revenue between security and access routing from 2004 to 2010.

Mr. Zamarian is a Board Member and Member of the Audit Committee of Optiv, Scale Computing, a hyper-converged software company and RTDA (Run-Time-Design-Automation), a software solution provider for capacity utilization of compute farms. Most recently, he participated in a Harvard Business School Executive Program on "Making Boards More Effective".



**Mr. Paul James Upchurch**

Paul Upchurch leads the Enterprise Systems function within Blackstone's Portfolio Operations group. He works with senior leadership to drive high performance outcomes through the effective implementation of enterprise systems and business operating models across over 50 Blackstone portfolio companies. In addition, Mr. Upchurch has been heavily involved shaping the business development strategies across the consulting firms owned by Blackstone.

Mr. Upchurch has a unique blend of private equity, operating, and consulting expertise that enables him to pivot across commercial, operational, and technical needs of companies seamlessly.

Before joining Blackstone, Mr. Upchurch worked as Executive Vice President and member of the North America leadership team at Nielsen, previously owned by Blackstone. He also worked with The Cambridge Group, a strategy consulting firm owned by Nielsen, to drive demand strategies for clients. Mr. Upchurch led teams to elevate client relationships and tackle Nielsen clients' most pressing business issues, including demand creation, pricing and trade optimization, innovation, and retail execution, leveraging data, analytics and client service platforms. Early on, Mr. Upchurch led the largest commercial portfolio in North America, overseeing hundreds of client relationships across Consumer, Financial Services, and Retail Brokers.

Prior to that, Mr. Upchurch had a successful career for over 18 years in management consulting, serving as partner at Accenture and Diamond Management Consultants. He guided clients on wide range of enterprise technology and operational improvements, serving as a leader on complex, multi-year, \$1b+ transformations, outsourcing as well as rapid-turn carve-outs and integrations. He has extensive experience and passion for practice building in large and smaller consulting environments and deep functional acumen in sales and marketing across consumer and industrial industries.

Mr. Upchurch resides in Chicago, Illinois and received a BS in Information and Decision Sciences from the University of Illinois, Chicago.

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**Mr. Amit Dixit**

Amit Dixit is a Senior Managing Director and Co-Head of Private Equity in India, based in Mumbai. Since joining Blackstone in 2007, Mr. Dixit has been involved with various investments and investment opportunities in India and South Asia. Previously, Mr. Dixit was a Principal at Warburg Pincus. Mr. Dixit received an MBA from Harvard Business School, an MS in Engineering from Stanford University, and a B.Tech from Indian Institute of Technology Mumbai where he was awarded the Director's Silver Medal for graduating at the top of his program. He currently serves as a Director of Intelenet Global Services, IBS Software, S.H. Kelkar, Trans Maldivian Airways, Jagran Prakashan, Mid-Day Infomedia, Hindustan Power Projects, Monnet Ispat & Power and NCC. Mr. Dixit was previously a Director of Emcure Pharmaceuticals and Igarashi Motors India.



**Mr. Amit Dalmia**

Amit Dalmia is an Executive Director in the Corporate Private Equity group in Blackstone and is based in Mumbai. Since joining Blackstone in 2010, Mr. Dalmia has primarily been involved in creating and driving value added initiatives across Blackstone portfolio companies in India. Before joining Blackstone, Mr. Dalmia had diverse operational experience with Hindustan Unilever India ("HUL") in various management and business leadership roles ranging from finance and accounts to commercial and supply chain. Mr. Dalmia has undergone a management training program with the Indian Institute of Management, Ahmedabad and subsequently worked extensively on in-company training at Unilever. Mr. Dalmia received a B. Com. (Hons.) from St. Xavier's College from the University of Kolkata, India. He is also a Chartered Accountant (CA), Company Secretary (CS) and Cost Accountant (ICWA) with three Gold Medals for securing first-ranks in the country.

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