

**UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION**

November 5, 2018

In the Matter of an Issuer Tender Offer for
Shares of Mphasis Limited

**ORDER GRANTING EXEMPTION FROM
EXCHANGE ACT RULE 14E-1(A)**

Mphasis Limited submitted a letter dated November 2, 2018, requesting that the Securities and Exchange Commission (“Commission”) grant an exemption from Exchange Act Rule 14e-1(a) for the issuer tender offer described in its letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated November 2, 2018, it is ORDERED that the request for an exemption from Exchange Act Rule 14e-1(a) is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Brent J. Fields
Secretary

Simpson Thacher & Bartlett LLP

425 LEXINGTON AVENUE
NEW YORK, NY 10017-3954

TELEPHONE: +1-212-455-2000
FACSIMILE: +1-212-455-2502

Direct Dial Number

E-mail Address

Securities Exchange Act of 1934
Rules 14e-1(a) and 14e-1(c)

November 2, 2018

Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
United States of America

Attn: Ted Yu, Chief, Office of Mergers and Acquisitions
Christina Chalk, Senior Special Counsel, Office of Mergers and Acquisitions

Re: Issuer Tender Offer for Shares of Mphasis Limited

Ladies and Gentlemen:

We are writing on behalf of Mphasis Limited (the “**Company**”), a public limited company organized under the laws of India, to request exemptive relief from the staff of the Division of Corporation Finance (the “**Staff**”) of the Securities and Exchange Commission (the “**Commission**”) and to confirm that the Staff will not recommend that the Commission take enforcement action in respect of certain rules under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The exemptive relief requested will permit the Company’s proposed share buyback offer for cash (the “**Issuer Tender Offer**”) to remain open for a fixed period of 10 Working Days (as defined below) and be made on equal terms to all shareholders of the Company in compliance with Section 68(5)(a) of the Indian Companies Act, 2013 (the “**Companies Act**”) and Regulations 4(iv) and 9(vi) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the “**Buy Back Regulations**”), which have replaced the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, with effect from September 11, 2018.¹

¹ The statements in this letter as to matters of Indian law have been made on the basis of advice provided by Shardul Amarchand Mangaldas & Co, an Indian law firm.

The Issuer Tender Offer is regarding the proposed repurchase by the Company of up to 3.79% of its fully paid outstanding equity shares (the “Shares”) as on October 25, 2018. The Issuer Tender Offer will not result in a change of control or other corporate transformation of the Company. The Shares repurchased will be extinguished by the Company.

In accordance with Sections 68(2)(b), 68(3) and 68(5)(a) read with Sections 101 and 102 of the Companies Act, as well as Regulations 5(iv) and 5(v), 7(i), 9(ii), 9(v) and 9(vi) of the Buy Back Regulations, the Company respectfully submits that all holders of the Shares (as of the record date notified by the Company), including those in the U.S., have been, and will be, provided with information about the Issuer Tender Offer in advance of the 10 Working Day period (a “Working Day” means any day that the Securities and Exchange Board of India (“SEBI”) is open for business, which is Monday through Friday except designated Indian public holidays) during which the offer will be open pursuant to the Buy Back Regulations. On August 7, 2018, the Company’s board of directors’ approved the Issuer Tender Offer by its resolution dated August 7, 2018 (the “**Board Resolution**”) and called a shareholders’ meeting (by way of “postal ballot”²) to approve the Issuer Tender Offer. On August 28, 2018, the Company disseminated the “postal ballot notice” dated August 7, 2018 regarding the Issuer Tender Offer (the “**Postal Ballot Notice**”) to all holders of the Shares as on August 17, 2018, including holders of the Shares in the U.S., to seek the requisite shareholder approval of the Issuer Tender Offer. The Postal Ballot Notice contained the proposed resolution to be passed by the shareholders of the Company to approve the Issuer Tender Offer (the “**Shareholder Resolution**”), and an explanatory statement noting, among other things, the objective of the Issuer Tender Offer, the maximum number of Shares that the Company proposes to buyback, and the maximum price at which such Shares are proposed to be bought back by the Company. The following matters have been made publicly available on the websites of SEBI or the National Stock Exchange of India Limited (the “NSE”) and the BSE Limited (the “BSE”; and together with the NSE, the “**Indian Stock Exchanges**”): (i) the details of the buyback approved by the Board Resolution dated August 7, 2018; (ii) the Postal Ballot Notice dispatched to the shareholders of the Company (including the holders of Shares in the U.S.) on August 28, 2018, containing *inter alia* the Shareholder Resolution; (iii) the shareholders’ approval of the Issuer Tender Offer on September 28, 2018; (iv) the Company’s public announcement of the Issuer Tender Offer published on October 3, 2018 (the “**Public Announcement**”); and (v) the draft letter of offer for the Issuer Tender Offer submitted to SEBI on October 9, 2018 (the “**Draft Letter of Offer**”). The Issuer Tender Offer has also been the subject of coverage by various news agencies, including Bloomberg and Reuters and newspapers in India. The Board Resolution and the Postal Ballot Notice (along with the Shareholder Resolution) each stated and the Public Announcement and the Draft Letter of Offer each confirmed that the Issuer Tender Offer will be for up to 7,320,555 Shares at a price of Rs. 1,350 per Share, as approved by the board of directors of the Company.

The Company expects to dispatch the letter of offer (the “**Letter of Offer**”) to all holders of Shares within 5 Working Days from the date of receipt of final comments from SEBI on the Draft Letter of Offer. As per the estimated timeline, the dispatch of the Letter of Offer is expected to occur on November 5, 2018, subject to receipt of approval from SEBI. After SEBI’s review has been completed, the Company will be bound by strict timelines to carry out the Issuer Tender Offer pursuant to the Buy Back Regulations. The Company confirms that the Issuer Tender Offer will open on the 5th Working Day from the date of dispatch of the Letter of Offer to the holders of Shares. The opening of the Issuer Tender

² A postal ballot enables shareholders of an Indian company to vote by mail or electronic means in lieu of transacting business at a general meeting. The postal ballot process entails the company sending a notice to all of its shareholders along with the draft resolution(s) (through electronic means as well as courier or registered post), explaining the reasons for the same and requesting them to vote in favor or against the resolution(s). If a resolution is approved by the requisite majority of the shareholders by means of postal ballot, it is deemed to have been duly passed at a general meeting.

Offer is expected to occur on November 14, 2018. The closure of the Issuer Tender Offer is expected to occur on November 29, 2018. Accordingly, between the dispatch of the Letter of Offer to the holders of the Shares on November 5, 2018 and the closure of the Issuer Tender Offer on November 29, 2018, a period of 15 Working Days (24 calendar days and 17 business days (a “business day” being as defined in Rule 14d-1(g) under the Exchange Act)) will elapse. Further, the time period between the date of the shareholders’ approval of the Issuer Tender Offer on September 28, 2018 and closure of the Issuer Tender Offer, will be at least 43 Working Days (being 62 calendar days and 42 business days).

I. Background Concerning the Company

The Company is a global provider of information technology and information technology enabled services, such as application management, business process outsourcing and infrastructure management.

The Shares are listed and traded in India on the NSE and the BSE. The Company is a “foreign private issuer” as defined in Rule 3b-4(c) under the Exchange Act. The Company does not have a class of securities registered under Section 12 of the Exchange Act.

Prior to making investments in India, every foreign institutional investor (“**FI Investor**”) and foreign portfolio investor (“**FP Investor**”)³ is required to register itself with SEBI and obtain a SEBI registration number. The application form prescribed by SEBI for registration of FI Investors and FP Investors requires them to specify their country of residence, incorporation, establishment or formation, which we understand is indicated in the SEBI registration number and is publicly available information. Further, depositories and custodians in India appointed by FI Investors and FP Investors would also record the SEBI registration numbers for the foregoing in their systems. Under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), the Company is required to submit a breakdown of its shareholders by category, including the percentage of shares held by FI Investors and FP Investors, to the Indian Stock Exchanges on a quarterly basis, within 21 days from the end of each quarter or within ten days of any capital restructuring of the listed entity resulting in a change exceeding 2% of the total paid-up share capital. The information relating to the breakdown of the Company’s shareholders by category is publicly disclosed on the websites of the Indian Stock Exchanges and is compiled by the Company’s registrar and transfer agent on the basis of beneficial shareholding positions provided by the depositories.

The Company has calculated the level of U.S. ownership of the Company in accordance with Instruction 2 of Rule 14d-1 under the Exchange Act (“**Instruction 2**”)⁴. According to the Company’s shareholders lists containing data as of August 31, 2018 (the “**Shareholders Lists**”), the Company had 193,351,893 Shares outstanding (which excludes 4,917,200 employee stock options granted by the Company to its employees as at August 31, 2018 and 20,300 unissued bonus shares as at August 31,

³ “Foreign institutional investors” and “foreign portfolio investors” are institutional investors registered with SEBI that are permitted to invest in specified securities in India under a portfolio investment route as opposed to a foreign direct investment route. Foreign direct investment in an Indian company generally involves a long-term investment whereby the investor typically participates in the affairs of the company to some extent. Conversely, portfolio investments are more temporary investments that are not intended to result in an investor acquiring control, or otherwise participating in the affairs, of an Indian company. FI Investors and FP Investors may or may not be U.S. Holders (as defined herein) and the distinction between the types of institutional investors is not relevant to determining whether they are U.S. Holders for the beneficial ownership analysis. FI Investors and FP Investors are not brokers, dealers, banks or nominees holding shares on behalf of beneficial owners.

⁴ According to Instruction 2, U.S. ownership must generally be calculated as of a date no more than 60 days before and 30 days after the public announcement of the tender offer.

2018) (the “**Undiluted Share Capital**”). To ascertain the holders of Shares resident in the U.S. as provided in Rule 12g3-2(a) and Rule 12g5-1 under the Exchange Act, the Company has made inquiries (as explained below) of the transfer agent and clearing members⁵ to “look through” the shareholding of custodians, brokers and other nominees located in the U.S. and India to ascertain the amount of Shares held by beneficial holders of Shares resident in the U.S. (“**U.S. Holders**”). In addition, the Shareholder Lists discloses a number of foreign institutional investors (i.e., FI Investors and FP Investors) that, while listing the Indian address of their respective custodians, might represent beneficial ownership of the Shares by a U.S. Holder. The transfer agent accesses and collates the Shareholders Lists from the database maintained by the depositories, and the transfer agent has provided the Company with details of the beneficial shareholders based on the information available with the depositories, including the number of Shares held by beneficial shareholders resident in India and the identities and number of Shares held by each of the beneficial shareholders designated as FI Investors or FP Investors. An ownership analysis of the institutional holders of Shares as of August 31, 2018 (to determine the number of Shares beneficially owned by the U.S. Holders) has been conducted based on information from the Shareholders Lists and information available on the website of SEBI. The Company has reviewed the country of residence indicated in the relevant institutional investor’s (i.e., the FI Investor’s or FP Investor’s) registration number with SEBI to determine the number of outstanding Shares beneficially owned by U.S. Holders and, in addition, has made inquiries with clearing members who are shareholders of the Company who may be holding Shares for U.S. Holders (not being FI Investors and/or FP Investors) (the “**Beneficial Ownership Analysis**”).

A review of the Beneficial Ownership Analysis (including individual holders) listed on the Shareholders Lists reveals that approximately 12.62% of the Company’s Undiluted Share Capital as of August 31, 2018 is beneficially owned by U.S. Holders (excluding those Shares held by Marble II Pte. Ltd. as discussed below), while non-U.S. Holders hold approximately 35.02% of the Company’s Undiluted Share Capital as of August 31, 2018. A review of the individual shareholders listed on the Shareholder Lists reveal a total of 1,057,878 Shares held by individuals with U.S. addresses (amounting to approximately 0.55% of the Undiluted Share Capital), and the Company has assumed such holders to be U.S. holders within the meaning of Instruction 2. Based on a review of the institutional shareholders listed in the Shareholders Lists and from the information available on the website of SEBI, it was estimated that 23,349,628 Shares (or approximately 12.08% of the Undiluted Share Capital) were beneficially held by U.S. Holders through FI Investors and FP Investors. In addition to such U.S. Holders noted above, Marble II Pte. Ltd. owns an aggregate of 101,230,853 Shares (or approximately 52.36% of the Undiluted Share Capital). Marble II Pte. Ltd. is a private limited company incorporated under the laws of Singapore and is beneficially owned by certain investment funds associated with The Blackstone Group L.P., a limited partnership formed under the laws of the State of Delaware, and thus may be deemed a “security holder resident in the United States” within the meaning of Instruction 2.

Aggregating the shareholding percentages of (i) U.S. individual and institutional holders (based on the Beneficial Ownership Analysis and the Shareholders Lists, and on the assumption regarding ownership as described above) and (ii) Marble II Pte. Ltd., the Company estimates that the ownership of Shares by U.S. residents determined under Instruction 2, as of August 31, 2018, was an aggregate of 125,638,359 Shares (or approximately 64.98% of the Undiluted Share Capital). Accordingly, the Company is not eligible for the “Tier II” exemption under Rule 14d-1(d).

⁵ We have been advised that, in the Indian system, custodians need to be appointed to hold securities for FI Investors and FP Investors. Clearing members would hold securities for other types of investors and the Company believes that as on August 31, 2018, there were no custodians who hold Shares on behalf of other types of investors.

II. Issuer Tender Offer Procedures under Indian Buy Back Regulations

Indian counsel has advised that, pursuant to Regulation 9(vi) of the Buy Back Regulations, the Issuer Tender Offer must remain open for public shareholders to accept and tender for a fixed period of 10 Working Days. Regulation 9(vi) of the Buy Back Regulations does not allow any reduction or increase of the fixed 10 Working Day period.

Further, in accordance with Section 68(5)(a) of the Companies Act, read with Regulation 4(iv)(a) of the Buy Back Regulations and Regulation 4(2)(c)(i) of the Listing Regulations, the Issuer Tender Offer has to be made to all shareholders of the Company (as of the record date notified by the Company) and has to be made on equal terms. Accordingly, the Issuer Tender Offer will be structured as a single offer made worldwide, including in the United States. In the event that the public shareholders tender a number of Shares greater than the maximum number of shares sought (the "**Maximum Offer Size**"), the Company will purchase validly tendered Shares on a pro rata basis (and the total number of Shares purchased in the Issuer Tender Offer will not exceed the Maximum Offer Size). There is no requirement that a minimum number of Shares be tendered.

All purchases pursuant to the Issuer Tender Offer will be paid for in Indian rupees. Shares, whether in physical form or book-entry form, can be tendered to the registrar to the Issuer Tender Offer (the "**Registrar**"). Physically certificated Shares must be sent to the Registrar in order to be tendered. Shares in book-entry form will need to be tendered through a separate trading window facility provided by the Indian Stock Exchanges; the tendered Shares will be placed in a special account created by a clearing house, and the Indian Stock Exchanges will facilitate settlement once the Registrar reconciles the acceptances and notifies the relevant stock exchanges. Holders of Shares must deliver appropriate documentation to the Registrar for it to validly accept the Shares tendered under the Issuer Tender Offer. Such information primarily consists of a validly executed and completed form of acceptance, a transaction registration slip (or, in case of physical shares, the share certificates and share transfer forms (duly executed and stamped)), a copy of the PAN card issued by the Indian income tax authorities, a power of attorney, a corporate authorization (including board resolution/specimen signature) (if applicable) and broker contract notes (in case of unregistered owners). FI Investors and FP Investors need to submit a copy of the registration certificate issued by SEBI. In connection with the Issuer Tender Offer, the Registrar will examine the submitted documentation, maintain the Registrar Escrow Account, determine the Shares to be accepted subject to proration, if necessary, and return unaccepted Shares.

We are informed by Indian counsel that:

- (1) The Issuer Tender Offer has to open within 32 Working Days (approximately 47 calendar days and 32 business days) of receipt of shareholders' approval, subject to any additional time taken by SEBI for regulatory review of the Draft Letter of Offer. On August 28, 2018, the Company disseminated the Postal Ballot Notice to all shareholders, including shareholders in the U.S., to seek the requisite shareholder approval of the Issuer Tender Offer. The Postal Ballot Notice was provided by e-mail to 26,123 shareholders who had previously elected to receive such materials electronically and accordingly registered their e-mail ID with the depositories, and a physical copy of the Postal Ballot Notice was sent by express mail service to the remaining 5,731 shareholders. Other than to six U.S. Holders of Shares (to whom the Postal Ballot Notice was sent by express mail service), all U.S. Holders of Shares as of the record date for shareholder approval of the Issuer Tender Offer had registered their e-mail ID with the depositories to receive the information materials electronically. All information materials physically sent to shareholders on behalf of the Company request shareholders to update their details with

the depositories in order to receive future communications from the Company electronically. The Postal Ballot Notice is also available on the website of the Company and the Indian Stock Exchanges. The declaration of results of postal ballot voting in relation to the shareholder approval was made on September 28, 2018.

- (2) Within two working days of receiving the requisite shareholder approval, the Company is required to make a formal public announcement of the Issuer Tender Offer. The Public Announcement was made on October 3, 2018. The Public Announcement is required to be published in all editions of any one English national daily, any one Hindi national daily and any one regional language daily, all with wide circulation where the registered office of the Company is situated. The Public Announcement contains details in relation to the Issuer Tender Offer including the price per Share of the Issuer Tender Offer and the maximum number of Shares sought in the Issuer Tender Offer. The Issuer Tender Offer has also been the subject of coverage by various news agencies and newspapers, including Bloomberg and Reuters, which are accessible in the United States.
- (3) The Company is required to submit a draft letter of offer for the Issuer Tender Offer to SEBI for review and comments by SEBI. The Draft Letter of Offer was submitted to SEBI on October 9, 2018.
- (4) The Public Announcement and the Draft Letter of Offer are uploaded on the website of SEBI and the Indian Stock Exchanges for the information and review of the public shareholders.
- (5) The Company has set October 25, 2018 as the record date for the Issuer Tender Offer (the "**Record Date**"), which is set out in the Draft Letter of Offer and is also available for information of Investors on the website of the Indian Stock Exchanges. In accordance with Regulation 8(ii) of the Buy Back Regulations, SEBI may provide its comments on the Draft Letter of Offer no later than 7 Working Days from the date of submission of the Draft Letter of Offer, which time period may be extended should SEBI seek any clarifications or additional information. After the issue of final observations on the Draft Letter of Offer by SEBI, the Company is required to incorporate those observations into the Letter of Offer and dispatch the Letter of Offer to the shareholders of the Company holding Shares on the Record Date. The Letter of Offer is required to be dispatched to all the shareholders whose names appear in the register of members of the Company as of the Record Date, not later than 5 Working Days from the date of receipt of observations from SEBI on the Draft Letter of Offer. If there are delays in the SEBI review process, the timeline outlined above would be commensurately delayed.
- (6) For the present instance the Company will undertake to dispatch the Letter of Offer within 5 Working Days from the date of receipt of SEBI's observations on the Draft Letter of Offer. The Buy Back Regulations specifically regulate the manner in which a letter of offer or materials relating to an issuer tender offer must be dispatched to shareholders, and the dispatch of buyback offer materials by e-mail (for shareholders who have registered their e-mail address for this purpose) is permitted. In the case of the Issuer Tender Offer, the Letter of Offer will be dispatched to public shareholders of the Company as of the 5th Working Day prior to the commencement of the Tendering Period (as defined below) by post and also by e-mail to such addresses based on the records maintained by the depositories; where no e mail address is available within the depositories' records, physical copies of the Letter of Offer will be sent to the relevant

shareholders by courier (through a reputed courier agency) or registered post at the physical mailing addresses of their respective custodians in India. The Letter of Offer will therefore be dispatched by e-mail to U.S. Holders whose e-mail addresses have been registered (including through custodians) and are available in the Shareholders Lists. For illustrative purposes, an analysis was done which showed that as of August 31, 2018 there were 89 individual U.S. shareholders holding Shares directly, all of whom have provided e-mail addresses. Institutional shareholders (including FI Investors and FP Investors) holding their Shares via India-based custodians that were found to be U.S. shareholders in the shareholder analysis outlined under Part I above have not provided their e-mail addresses. The custodians holding the Shares for such shareholders are based in India, and therefore will obtain physical copies of the Letter of Offer by registered post if no e-mail address has been provided. Based on the Company's discussions with a number of custodians operating in India, the Company understands that such custodians would typically use electronic means of communication, such as e-mail, to promptly forward the Letter of Offer to beneficial shareholders in the United States. A physical copy of the Letter of Offer will also be sent by registered post to the public shareholders of the Company (including custodians) who have not provided e-mail addresses. Any physical copies of the Letter of Offer to be sent to shareholders of the Company in the U.S. will also be delivered by expedited commercial courier, with delivery to such U.S. shareholder expected within four Working Days from the date of dispatch.⁶ The Company will open the Tendering Period (as defined below) for the Issuer Tender Offer no earlier than 5 Working Days from the date of dispatch of the Letter of Offer. Therefore, between the dispatch of the Letter of Offer and closure of the Tendering Period a total of at least 15 Working Days (24 calendar days and 17 business days) will elapse.

- (7) On the date the Letter of Offer is dispatched to the shareholders, the Company undertakes to publish a legal notice in the U.S. national edition of The Wall Street Journal disclosing the price per Share of the Issuer Tender Offer, the maximum number of Shares sought in the Issuer Tender Offer, the 10 Working Days during which the Issuer Tender Offer will be open and that the Letter of Offer has been sent to shareholders and is available on the official website of SEBI.
- (8) In 2012, SEBI shortened the period for which an issuer tender offer must be held open from 15 to 30 days to a fixed period of 10 Working Days⁷ and this requirement has not been changed in the Buy Back Regulations, which under Regulation 9(vi) provides that the Issuer Tender Offer must remain open for public shareholders to accept and tender for a fixed period of 10 Working Days ("**Tendering Period**").
- (9) Regulation 28 under the Buy Back Regulations became effective on September 11, 2018 and grants SEBI the power, in the interest of investors and the securities market, to relax the strict enforcement of any requirement under the Buy Back Regulations provided that:
(a) such requirement is procedural in nature; or (b) the requirement may cause undue hardship to the investors. The cover letter from the Manager for the Issuer Tender Offer

⁶ Assuming no change in the identities of the U.S. individual shareholders from August 31, 2018 until the Record Date, no physical copies of the Letter of Offer would be required to be sent because all such shareholders as of August 31, 2018 had provided their e-mail addresses.

⁷ The amendment was pursuant to the Securities and Exchange Board of India (Buy-back of Securities) (Amendment) Regulations, 2012, which came into effect from February 7, 2012.

which was filed with SEBI on October 9, 2018 along with the Draft Letter of Offer included an inquiry about whether the duration of the Tendering Period for the Issuer Tender Offer can adhere to a 20 business day Tendering Period as required by the Exchange Act instead of 10 working days as mentioned in the Buy Back Regulations. SEBI has responded to this inquiry by e-mail to the Manager for the Issuer Tender Offer stating: "In this regard, you, as Manager to the Offer, are advised to ensure that the proposed buyback is in compliance with provisions of SEBI (Buyback of Securities) Regulations, 2018 including Regulation 9(vi) of SEBI (Buyback of Securities) Regulations, 2018."⁸ Accordingly, we understand that the Issuer Tender Offer will not be able to include a 20 business day Tendering Period.

- (10) Indian counsel has advised that in accordance with Regulation 24(i)(d) of the Buy Back Regulations, as the Public Announcement has been made and as the Draft Letter of Offer has been filed with SEBI, the Company is not permitted to withdraw the Issuer Tender Offer. The Buy Back Regulations do not contemplate changes to the terms of an issuer tender offer during the Tendering Period, extensions of the Tendering Period or, in the circumstances applicable to the Issuer Tender Offer, exemptions to permit such changes or extensions.

III. Discussion of Exemptive and No-Action Relief Requested

In accordance with Section 68(5)(a) of the Companies Act, read with Regulation 4(iv)(a) of the Buy Back Regulations and Regulation 4(2)(c)(i) of the Listing Regulations, the Issuer Tender Offer has to be made to all shareholders of the Company (as of the record date notified by the Company) and has to be made on equal terms. U.S. Holders of the Shares cannot be excluded from the Issuer Tender Offer or be offered different terms from those offered to non-U.S. holders, including with respect to the fixed period of 10 Working Days for which the Issuer Tender Offer must be open under the Buy Back Regulations. As the Company will be unable to exclude U.S. residents from the Issuer Tender Offer, the Issuer Tender Offer will be subject to both the Buy Back Regulations and the Exchange Act. Due to differences between relevant legal and regulatory requirements and customary tender offer practices in India and the United States, we request on behalf of the Company, exemptive relief and confirmation that the Staff will not recommend that the Commission take enforcement action with respect to certain of the Commission's regulations as described more fully below. Except for the Rules from which exemptive and no-action relief is being sought, the Issuer Tender Offer will comply with the applicable Rules under the Exchange Act.

A. *Rules 14e-1(a) — Minimum Period for a Tender Offer*⁹

⁸ SEBI also denied Redington (India) Limited's request for similar exemptive relief and "directed the Company to follow the extant Regulation 9(vi) under the Buy Back Regulations and keep the offer open for a fixed period of 10 working days". See letter from Redington (India) Limited, a public limited company incorporated under the laws of India (avail. October 17, 2018) (the "**Redington Letter**").

⁹ The Staff has previously granted exemptive relief from Rule 14e-1(a) under the Exchange Act in a tender offer for an Indian company. See Redington letter, letter from Tech Mahindra Limited regarding an open public offer for the shares of Satyam Computer Services Limited, a public limited company organized under the laws of India (avail. April 28, 2009), letter from Pan-Asia iGATE Solutions regarding an open public offer for the shares of Patni Computer Services Limited, a public limited company organized under the laws of India (avail. February 9, 2011) (the "**Patni Letter**"), letter from Marble II Pte. Ltd., regarding an open public offer for the shares of Mphasis Limited, a public limited company incorporated under the laws of India (avail. April 7, 2017) (the "**Mphasis 2017 Letter**"), letter from Infosys Limited, a public limited company organized under the laws of India (avail. August 16, 2017), letter from HCL Technologies Limited, a public limited company incorporated under the laws of India (avail. August 31, 2018), letter from Just Dial Limited, a public limited company incorporated under the laws of

Rule 14e-1(a) under the Exchange Act provides that "... no person who makes a tender offer shall...hold such tender offer open for less than twenty business days from the date such tender offer is first published or sent to security holders..." Regulation 9(vi) of the Buy Back Regulations requires the Issuer Tender Offer to remain open for acceptance for a fixed period of 10 Working Days, which cannot be reduced or increased. Accordingly, the Company would be prohibited under Indian law from holding the Issuer Tender Offer open for more than 10 Working Days. Further, U.S. Holders of the Shares cannot be excluded from the Issuer Tender Offer or be offered different terms from those offered to non-U.S. holders, including with respect to the fixed period of 10 working days for which the Issuer Tender Offer must be open under the Buy Back Regulations. Absent exemptive relief, the Company will face the choice of either violating the requirements of the Buy Back Regulations or violating the requirements of Rule 14e-1(a).

We respectfully submit that the purpose of requiring a minimum period of 20 business days under Rule 14e-1(a) is not implicated in this situation but rather is adequately addressed by the Buy Back Regulations' requirements. Specifically, in accordance with the Buy Back Regulations, the Company must make the Public Announcement, a Draft Letter of Offer must be submitted to SEBI for review and comment and all the observations of SEBI must be incorporated into the final Letter of Offer before the Letter of Offer can be dispatched to the public shareholders and the 10 Working Day period of the Issuer Tender Offer can commence. In view of the time needed for SEBI to perform its review, the time between the date on which the purchase price and other material terms of the Issuer Tender Offer are made publicly available (published in newspapers and uploaded on the website of SEBI and the Indian Stock Exchanges) and the time that the Issuer Tender Offer expires will exceed 20 business days, thereby providing public shareholders with more than 20 business days to consider their response to the Issuer Tender Offer. We currently estimate that the time between the date on which the purchase price and other material terms of the Issuer Tender Offer have been made publicly available (October 3, 2018) and the expiration of the Issuer Tender Offer will be at least 57 calendar days and 39 business days. We believe that this period for review and public shareholder decision-making is consistent with the objectives of Rule 14e-1(a).

For the foregoing reasons, we respectfully request the Staff to grant exemptive relief with respect to Rule 14e-1(a) to permit the Issuer Tender Offer to be held open for a period of 10 Working Days in accordance with applicable Indian laws and regulations.

B. *Rule 14e-1(c) — Payment in Compliance with Indian Law and Regulation and in Accordance with Indian Practice*¹⁰

Rule 14e-1(c) under the Exchange Act states that "... no person who makes a tender offer shall ... fail to pay the consideration offered ... promptly after the termination ... of a tender offer." While "promptly" has not been defined by the SEC, under market practice "promptly" has generally meant within three business days of the expiration of the tender offer.

India, regarding an issuer tender offer for cash (avail. January 29, 2016), letter from Marble II Pte. Ltd., regarding an open public offer for the shares of Mphasis Limited, a public limited company incorporated under the laws of India (avail. June 28, 2016) (the "Mphasis 2016 Letter"), and letter from Sun Pharmaceutical Industries Ltd., a public limited company incorporated under the laws of India, regarding an issuer tender offer for cash (avail. July 19, 2016).

¹⁰ The Staff has previously not recommended that the Commission take enforcement action in respect of the prompt payment requirements of Rule 14e-1(c) under the Exchange Act in a tender offer for an Indian company. See the Patni Letter, the Mphasis 2016 Letter, the Mphasis 2017 Letter and the letter from Panatone Finvest Ltd. regarding an open public offer for the shares of Videsh Sanchar Nigam Limited, a company organized under the laws of India (avail. May 6, 2002).

We understand from Indian counsel that Regulation 10(ii) of the Buy Back Regulations requires that payment for tendered shares be made within 7 Working Days of the closure of the tender offer with respect to the Shares that have been accepted by the Company under the Issuer Tender Offer. Within this timeframe, the forms of acceptance along with all the accompanying documents will need to be reviewed and verified and the signatures of the authorized signatories will need to be tallied to ascertain whether the Shares (including physical shares) have been validly tendered. Proration calculations may also be required and the basis of acceptance is also required to be approved by the Indian Stock Exchanges. Finally, payments need to be made to public shareholders using means of payment including electronic transfers/cheques/demand drafts. We understand that these procedures will likely cause a delay in the payment of the offer consideration beyond the three business days following closure of the Issuer Tender Offer as the Company's registrar and transfer agent will require more than three business days to finish processing and evaluating the sufficiency of the materials submitted with the tenders. The Company intends to make payment to each shareholder as promptly as practicable and as soon as the procedures described above are completed for such individual shareholder, and in any case within the mandatory period of 7 Working Days after the closure of the Tendering Period, as required under the Buy Back Regulations.

For the foregoing reasons, we respectfully request the Staff to grant no-action relief with respect to Rule 14e-1(c) to permit the payment of the offer consideration under the Issuer Tender Offer to be made in accordance with Indian law within 7 Working Days, and in any case as promptly as practicable, from closure of the Issuer Tender Offer.

Conclusion

Exemptive relief and a confirmation that the Staff will not recommend that the Commission take enforcement action are necessary with regard to certain rules under the Exchange Act that will apply to the Issuer Tender Offer in the United States, which conflict with Indian laws relating to issuer tender offers, specifically the following requirements under the Exchange Act rules: (a) the 20-business day minimum tender offer period requirement; and (b) the prompt payment requirement. As the Company undertakes not to change the offer price per Share or to increase or change the percentage of the Shares being sought for repurchase from what is set out in the Letter of Offer, the Company is not seeking exemptive relief from Exchange Act Rule 14e-1(b).

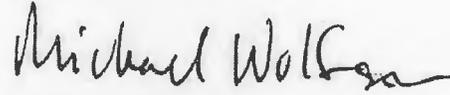
For the reasons discussed above, we respectfully request the Staff to grant the exemptive relief requested and we ask for confirmation that the Staff will not recommend that the Commission take enforcement action. The exemptive relief requested and the confirmation that the Staff will not recommend that the Commission take enforcement action will also enhance comity between SEBI and the SEC. Accommodation by the Staff through exemptive relief and the confirmation that the Staff will not recommend that the Commission take any enforcement action will enable the Company to complete the Issuer Tender Offer as contemplated, while at the same time enabling the U.S. Holders of Shares to have a liquidity opportunity at the same price and otherwise on the same terms as provided to non-U.S. holders.

* * * *

If you have any questions or require any additional information, please do not hesitate to contact the undersigned at (212) 455-2945 of Simpson Thacher & Bartlett LLP.

Thank you for your consideration of these matters.

Very truly yours,

A handwritten signature in black ink that reads "Michael Wolfson". The signature is written in a cursive style with a long, sweeping tail on the final letter.

Michael O. Wolfson

Raghubir Menon
Anirban Bhattacharya



Shardul Amarchand Mangaldas

November 2, 2018

Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
United States of America

Attn: Ted Yu, Chief, Office of Mergers and Acquisitions
Christina Chalk, Senior Special Counsel, Office of Mergers and Acquisitions

Re: Issuer Tender Offer for Shares of Mphasis Limited

Ladies and Gentlemen:

We are acting as the Indian legal advisers to Mphasis Limited, a public limited company incorporated under the laws of India (the "**Company**"), in connection with a proposed repurchase offer by the Company for cash of up to 3.79% of its fully paid outstanding equity shares (the "**Buyback Offer**").

In such capacity, we have been requested to review the letter, dated November 2, 2018, prepared by Simpson Thacher & Bartlett LLP on behalf of the Company requesting certain relief in connection with the Buyback Offer (the "**Letter**") and to provide you this letter to support the description of Indian law, regulation and practice, and in particular to support the statements relating to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("**Buy Back Regulations**"), described in the Letter (the "**Support Letter**").

For the purposes of this Support Letter, we have only examined an electronic copy of the Letter and no documents have been reviewed by us in connection with this Support Letter other than the Letter. Accordingly, we shall limit the views expressed in this Support Letter to the Letter and certain Indian legal matters described therein.

Based on the foregoing and subject to the qualifications set out below, we confirm that, in our opinion, the descriptions of Indian law and regulations in the Letter are fair, accurate and, as regards the aspects of the Buyback Offer described in the Letter for which relief has been requested therein, complete in all material respects and, in our view, the descriptions of Indian practice in the Letter are fair, accurate and, as regards the aspects of the Buyback Offer described in the Letter for which relief has been requested therein, complete in all material respects.

In relation to the power of the Securities and Exchange Board of India ("**SEBI**") to grant exemptions under the Buy Back Regulations, unlike the earlier Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ("**1998 Regulations**") (which was replaced by the Buy Back Regulations with effect from September 11, 2018), SEBI has (under Regulation 28 of the Buy Back Regulations) been granted the power, in the interest of investors and the securities market, to relax the strict enforcement of any requirement under the Buy Back Regulations provided that: (a) such requirement is procedural in nature; or (b) the procedure may cause undue hardship to investors. However, in the past, SEBI has specifically been reducing the



Shardul Amarchand Mangaldas & Co

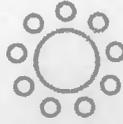
timelines for tender offer processes (and specifically, the buyback process)¹ with a view to “align regulatory requirements with the principle of equitable treatment to all shareholders as well as to enhance efficiency of the buyback process”.² Accordingly, we believe that SEBI will, in all likelihood, not consider increasing or decreasing the tender offer period as a mere procedural requirement and, in fact, will integrally correlate the tender offer period timeline with protecting shareholder interest. Further, the present timelines under the Buy Back Regulations have been stipulated by SEBI to enhance the efficiency of the buyback process and, accordingly, are considered to be in the interest of public (and not causing any undue hardship to investors). Since: (a) changing the tender offer period should not be considered as merely procedural; and (b) SEBI will likely not consider the related timelines under the Buy Back Regulations as causing undue hardship to investors (as it considers an efficient buyback process to be in the interest of investors), we believe that SEBI will not have the power under Regulation 28 of the Buy Back Regulations to grant any relaxation with respect to increasing the tender offer period. Other than Regulation 28, SEBI does not have any power to grant relaxations under the Buy Back Regulations.³ Further, so far as we are aware, SEBI has never granted any procedural exemptions in relation to any aspect of the buyback process as set out under the Buy Back Regulations. The cover letter from manager for the Buyback Offer (the “**Manager**”) which was filed with SEBI on October 9, 2018 along with the draft letter of offer included an inquiry about whether the duration of the tender offer period for the Buyback Offer can adhere to a 20 business day tender offer period instead of 10 working days as mentioned in the Buy Back Regulations. SEBI has responded to this inquiry by email to the Manager stating: “*In this regard, you, as Manager to the Offer, are advised to ensure that the proposed buyback is in compliance with provisions of SEBI (Buyback of Securities) Regulations, 2018 including Regulation 9(vi) of SEBI (Buyback of Securities) Regulations, 2018.*” Accordingly, the Buyback Offer will not be able to include a 20 business day tender offer period.

This Support Letter is confined to and given on the basis of the laws and regulations of India in force on the date hereof. Such laws and regulations are subject to interpretation by the competent authorities, including the Securities and Exchange Board of India. Such interpretation is subject to change without advance notice and the competent authorities may disregard past precedents.

¹ SEBI has, in previous instances, reduced the tender offer period across various regulations in shareholder interest, and specifically in the regulations dealing with takeovers and buybacks. Prior to February 7, 2012, the 1998 Regulations provided for the tender offer period to be not less than 15 days and not exceeding 30 days. Pursuant to an amendment to the 1998 Regulations dated February 7, 2012, the tender offer period was reduced to 10 working days. Similarly, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 provided for a 20 day tender offer period, which was reduced to 10 working days under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

² SEBI, while amending the 1998 Regulations on February 7, 2012, issued: (a) a press release dated January 3, 2012 (available at https://www.sebi.gov.in/media/press-releases/jan-2012/sebi-board-meeting_21905.html); (b) its monthly bulletin for February 2012 (see page 108 of SEBI Bulletin for February, 2012; available at https://www.sebi.gov.in/reports/sebi-bulletin/mar-2012/february-2012-bulletin-pdf_22365.html); and (c) its annual report for 2011-12 (see page 35 and 152 of the SEBI Annual Report 2011-12; available at https://www.sebi.gov.in/web/?file=https://www.sebi.gov.in/sebi_data/attachdoes/1347001327489.pdf#page=62&zoom=page-fit,71,843), each of which states that SEBI amended the 1998 Regulations on February 7, 2012 to, *inter alia*, substantially reduce the time taken for completing a buyback (including reducing the tender offer period) as “*a part of constant endeavor to align regulatory requirements with the principle of equitable treatment to all shareholders as well as to enhance efficiency of the buyback process*”.

³ While SEBI does have the power to issue guidance notes or circulars to remove difficulties in the interpretation or application of the Buy Back Regulations under Regulation 26, such difficulties are in the context of conflicts of the Buy Back Regulations with other applicable Indian laws.



Shardul Amarchand Mangaldas & Co

Furthermore, many provisions in the law are principle based and application thereof implies discretion. In the absence of explicit statutory law, we base our opinion and view solely on our independent professional judgment. This Support Letter is further confined to the matters stated herein and the Letter, and is not to be read as extending, by implication or otherwise, to any other matter.

We are writing you this Support Letter as of the date hereof and we assume no obligation to advise you of any changes in fact or in law that are made or brought to our attention hereafter.

The lawyers of our firm are members of the Indian bar and do not hold themselves out to be experts in any laws other than the laws of India. Accordingly, we are expressing herein views as to Indian law only and we express no view with respect to the applicability or the effect of the laws of any other jurisdiction to or on or in connection with the matters covered herein.

This Support Letter is governed by and shall be construed in accordance with the laws of India.

Sincerely yours,

Shardul Amarchand Mangaldas & Co
Advocates & Solicitors
23rd Floor, Express Towers, Nariman Point
Mumbai – 400 021, India