

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

May 28, 2021

In the Matter of Mphasis Limited

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

BCP Topco IX Pte. Ltd. and its affiliates submitted a letter May 28, 2021 requesting that the Securities and Exchange Commission (“Commission”) grant an exemption from Exchange Act Rule 14e-1(a) for the transaction described in their letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in Section I of the letter from the Division of Corporation Finance dated May 28, 2021, 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.

Ted Yu
Chief, Office of Mergers and Acquisitions
Division of Corporation Finance