

Disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A - Details of the Acquisition

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC) | Mphasis Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | DB International Trust (Singapore) Limited, as the security agent (" Security Agent ") acting on behalf of Lenders as per paragraph 3 of note # below. | | |
| Whether the acquirer belongs to Promoter/Promoter group | No. | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited and the National Stock Exchange of India Limited | | |
| Details of the acquisition 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 acquisition under consideration, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | Nil | Nil | Nil |
| b) Shares in the nature of encumbrance (pledge/lien/ non disposal undertaking/ others) | 65 # | 0.00% # | 0.00% # |
| c) Voting rights (VR) otherwise than by equity shares | Nil | Nil | Nil |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in | Nil | Nil | Nil |

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|
| the TC (specify holding in each category) | | | |
| e) Total (a+b+c+d) | 65 # | 0.00% # | 0.00% # |
| Details of acquisition | | | |
| a) Shares carrying voting rights acquired | Nil | Nil | Nil |
| b) VRs acquired otherwise than by equity shares | Nil | Nil | Nil |
| 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 | Nil | Nil | Nil |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | 104,799,577 # | 55.99% # | 55.99% # |
| e) Total (a+b+c+/-d) | 104,799,577 # | 55.99% # | 55.99% # |
| After the acquisition, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | Nil | Nil | Nil |
| b) VRs otherwise than by equity shares | Nil | Nil | Nil |
| 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) after acquisition | Nil | Nil | Nil |

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| d) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/ others) | 10,47,99,642 # | 55.99% # | 55.99% # |
| e) Total (a+b+c+d) | 10,47,99,642 # | 55.99% # | 55.99% # |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter se transfer/ encumbrance, etc.) | Encumbrance. Please see note # below. | | |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | Not applicable. | | |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | The encumbrance# was created on 10 August 2021. | | |
| Equity share capital / total voting capital of the TC before the said acquisition* | 18,71,74,403 equity shares of the TC (as per the shareholding pattern published on BSE Limited website for quarter ending June 2021). | | |
| Equity share capital/ total voting capital of the TC after the said acquisition* | 18,71,74,403 equity shares of the TC (as per the shareholding pattern published on BSE Limited website for quarter ending June 2021). | | |
| Total diluted share/voting capital of the TC after the said acquisition** | 18,71,74,403 equity shares of the TC (as per the shareholding pattern published on BSE Limited website for quarter ending June 2021). | | |

Signature of the ~~acquirer / seller~~ / Authorised Signatory



Name: Ajoy Kumar

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 12 August, 2021

Note:

(*) Total share capital/ voting 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Note: #

1. BCP Topco IX Pte. Ltd. ("**BCP Topco**"), has entered into a facility agreement dated 1 July 2021 (the "**Facility Agreement**"), *inter alia*, between BCP Asia (SG) Mirror Holding Pte. Ltd. ("**Parent**"), DB International Trust (Singapore) Limited as the Security Agent and Deutsche Bank AG, Singapore Branch as the agent and initial account bank in respect of term loan facilities of up to USD 1,100,000,000 (United States Dollars One Thousand and One Hundred Million only) (the "**Facility**") to be availed by BCP Topco.

2. The following encumbrances have been created in relation to the Facility:
 - (a) Parent has, pursuant to a Singapore law governed security document dated 28 July 2021 (the “**Security Document**”), entered into between BCP Topco, the Parent and the Security Agent, created a pledge over 100% shares of BCP Topco held by the Parent in favour of the Security Agent (for the benefit of the Lenders (as defined below)) to secure the Facility. As on date, BCP Topco holds 10,47,99,642 equity shares of Mphasis Limited (“**Target Company**”) amounting to 55.99% of the share capital carrying voting rights of the Target Company on a fully diluted basis; and
 - (b) Parent and BCP Topco have agreed to certain covenants under the Facility Agreement that are in the nature of encumbrance.
3. In terms of Regulation 29(1) read with Regulation 29(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, shares taken by way of encumbrance will be treated as an acquisition. Accordingly, this disclosure is being made in respect of the encumbrance created in favour of the Security Agent in connection with the Facility. The Security Agent is acting on behalf of Standard Chartered Bank (Singapore) Limited, UBS AG Hong Kong Branch, incorporated in Switzerland with limited liability, Barclays Bank PLC, Citibank, N.A., Hong Kong Branch (organized under the laws of the U.S.A with limited liability), Deutsche Bank AG, Singapore Branch, Nomura Singapore Limited, BNP Paribas, acting through its Hong Kong branch, DBS Bank Ltd., Investec Bank Plc, Morgan Stanley Senior Funding, Inc., MUFG Bank, Ltd., Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, The Hongkong and Shanghai Banking Corporation Limited and The Hongkong and Shanghai Banking Corporation Limited, Gift City Branch as the original lenders and any other lenders under the Facility Agreement from time to time (collectively referred to as “**Lenders**”), Standard Chartered Bank, UBS AG Hong Kong Branch, incorporated in Switzerland with limited liability, Barclays Bank PLC, Citigroup Global Markets Asia Limited, Deutsche Bank AG, Singapore Branch, Nomura International (Hong Kong) Limited, BNP Paribas, acting through its Hong Kong Branch, DBS Bank Ltd., Investec Bank PLC, Morgan Stanley Senior Funding, Inc., MUFG Bank, Ltd., Sumitomo Mitsui Banking Corporation Singapore Branch and The Hongkong And Shanghai Banking Corporation Limited as the mandated lead arrangers, Deutsche Bank AG, Singapore Branch as the agent and initial account bank, and other secured parties in relation to the Facility, from time to time.