

Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (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	DB International Trust (Singapore) Limited, as the security agent (“ Security Agent ”) acting on behalf of the Lenders as per paragraph 4 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 National Stock Exchange of India Limited		
Details of the acquisition / 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 acquisition/sale under consideration, holding of:			
a) Shares carrying voting rights	82,799#	0.04%#	0.04%#
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	104,799,642#	55.45%#	55.45%#
c) Voting rights (“ VR ”) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	104,882,441#	55.49%#	55.49%#
Details of acquisition/sale			
a) Shares carrying voting rights acquired /sold	Nil	Nil	Nil
b) VRs acquired /sold otherwise than by 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/sold	Nil	Nil	Nil
d) Shares encumbered / invoked /released by the acquirer	28,500,000#	15.08%#	15.08%#
e) Total (a+b+c+/-d)	28,500,000#	15.08%#	15.08%#
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	82,799#	0.04%#	0.04%#
b) Shares encumbered with the acquirer	76,299,642#	40.37%#	40.37%#
c) VRs otherwise than by shares	Nil	Nil	Nil
d) 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
e) Total (a+b+c+d)	76,382,441#	40.41%#	40.41%#
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Release of encumbrance. Please see note # below.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	10 June 2024 (being date of release of encumbrance). Please see note # below.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	188,997,999 equity shares of the TC (as per the shareholding pattern for the quarter ended 31 March 2024, as publicly disclosed by the TC).		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	188,997,999 equity shares of the TC (as per the shareholding pattern for the quarter ended 31 March 2024, as publicly disclosed by the TC).		
Total diluted share/voting capital of the TC after the said acquisition / sale	188,997,999 equity shares of the TC (as per the shareholding pattern for the quarter ended 31 March 2024, as publicly disclosed by the TC).		

Note: #

1. BCP Topco IX Pte. Ltd. (“**BCP Topco**”), had 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**”).
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.
 - (b) Parent and BCP Topco have agreed to certain covenants under the Facility Agreement that are in the nature of encumbrance.
3. BCP Topco has sold 28,500,000 (15.08%) shares of the TC by way of an on-market sale on 10 June 2024 pursuant to which the shareholding of BCP Topco has reduced from 104,799,642 (55.45%) shares of the TC to 76,299,642 (40.37%) shares of the TC.
4. In terms of Regulation 29(2) read with Regulation 29(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, shares that are given upon release of encumbrance shall be treated as disposal, for the purpose of disclosure. Accordingly, this disclosure is being made in respect of the release of encumbrance created in favour of the Security Agent in connection with the Facility. The Security Agent is acting on behalf of Australia and New Zealand Banking Group Limited, Singapore Branch, Bank of Taiwan, Offshore Banking Branch, Bank SinoPac Co., Ltd., Barclays Bank PLC, (5) BNP Paribas, acting through its Hong Kong branch, Cathay United Bank Co., Ltd., Chang Hwa Commercial Bank Ltd. Offshore Banking Branch, Citibank, N.A., Hong Kong Branch (organized under the laws of the U.S.A. with limited liability), CTBC Bank Co., Ltd., DBS Bank Ltd., Deutsche Bank AG, Singapore Branch, E.Sun Commercial Bank, Ltd., Far Eastern International Bank, Ltd., First Gulf Bank PJSC, Singapore Branch, Hua Nan Commercial Bank, Ltd., Offshore Banking Branch, (16) Investec Bank PLC, KEB Hana Bank, Bahrain Branch, KGI Bank Co., Ltd., Kookmin Bank, Mashreqbank psc, Taishin International Bank Co., Ltd., Mega International Commercial Bank Co., Ltd., Offshore Banking Branch, Morgan Stanley Senior Funding, Inc., MUFG Bank, Ltd., Singapore Branch, NEC Capital Solutions Limited, Nomura Singapore Limited, Shinhan Bank, Singapore Branch, Siemens Bank GmbH Singapore Branch, Standard Chartered Bank (Singapore) Limited, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited, Singapore Branch, Taipei Fubon Commercial Bank Co. Ltd., The Hongkong and Shanghai Banking Corporation Limited, Gift City Branch, Woori Bank Hong Kong Branch, and Woori Global Markets Asia Ltd, and other secured parties in relation to the Facility, from time to time.

5. As on 10 June 2024, Deutsche Bank entities independently held 82,799 equity shares aggregating to approximately 0.04% shareholding in the TC.

Signature of the Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu
Designation: Vice President
Place: Deutsche Bank AG, Hong Kong Branch
Date: 12 June 2024

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 (i.e., presently the filing done under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) 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.