

ANNEXURE – 1

<u>Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>	
Name of the Target Company (“TC”)	Mphasis Limited
Names of the stock exchanges where the shares of the target company are listed	BSE Limited National Stock Exchange of India Limited
Date of reporting	11 June 2024
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	BCP Topco IX Pte. Ltd., promoter of the TC (“BCP Topco”) is a wholly owned subsidiary of BCP Asia (SG) Mirror Holding Pte. Ltd. (“Parent”). Parent had pursuant to a Singapore law governed security document, dated 28 July 2021 (the “Security Document”), entered into between BCP Topco, the Parent and DB International Trust (Singapore) Limited as the security agent (“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^{##} under the Facility Agreement (as defined below) from time to time (collectively referred to as “Lenders”)) to secure the term loan facilities of up to USD 1,100,000,000 (United States Dollars One Thousand and One Hundred Million only) (the “Facility”).^{\$} Parent and BCP Topco (a promoter of the TC) had agreed to certain covenants under the facility agreement dated 1 July 2021, <i>inter-alia</i>, between BCP Topco, the Parent, Security Agent and Deutsche Bank AG, Singapore Branch as the agent and initial account bank (“Facility Agreement”) that are in the nature of encumbrance^{\$}.

	The above has been disclosed by way of disclosure under Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated 10 August 2021. BCP Topco has sold 2,85,00,000 (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 10,47,99,642 (55.45%) shares of the TC to 7,62,99,642 (40.37%) shares of the TC. <i>\$Parent does not directly hold any equity shares in the TC. BCP Topco (a promoter of the TC) is the wholly owned subsidiary of Parent. Parent has: (a) pursuant to the Security Document created a pledge over 100% shares of BCP Topco held by the Parent to secure the Facility (to clarify, BCP Topco (a promoter of the TC) has not created any pledge on the equity shares of the TC); and (b) agreed to certain covenants under the Facility Agreement that are in the nature of encumbrance.</i>
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Details of the ~~creation~~/ release of encumbrance:

Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares { creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital

BCP Topco IX Pte. Ltd.	10,47,99,642	55.45%	10,47,99,642	55.45%	Release	10 June 2024	Refer Note (@@) below.	The reason for the present release event is that BCP Topco (a wholly owned subsidiary of the Parent) has sold 2,85,00,000 (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 10,47,99,642 (55.45%) shares of the TC to 7,62,99,642 (40.37%) shares of the TC.	2,85,00,000	15.08%	DB International Trust (Singapore) Limited (as the security agent) on behalf of the Lenders##, 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.	7,62,99,642	40.37%
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@@ Parent does not directly hold any equity shares in the TC. BCP Topco (a promoter of the TC) is the wholly owned subsidiary of the Parent. Parent has, pursuant to the Security Document created a pledge over 100% shares of BCP Topco held by the Parent to secure the Facility. To clarify, BCP Topco (a promoter of the TC) has not created any pledge on the equity shares of the TC. Further, Parent and BCP Topco have agreed to certain covenants under the Facility Agreement that are in the nature of encumbrance. BCP Topco has sold 2,85,00,000 (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 10,47,99,642 (55.45%) shares of the TC to 7,62,99,642 (40.37%) shares of the TC.

Notes:

The list of Lenders under the Facility Agreement, as on date, is set out below:

- (i) AU & NZ BK Grp Ltd;*
- (ii) Bank of Taiwan;*
- (iii) Bank of Sinopac;*
- (iv) Barclays Bank PLC;*
- (v) BNP Paribas SA. Hong Kong;*
- (vi) Cathay United;*
- (vii) Chang Hwa Com BK – Offshore;*
- (viii) Citibank N.A.;*
- (ix) CTBC Bank Co Ltd;*
- (x) DBS Bank Ltd;*
- (xi) Deutsche Bank AG;*
- (xii) E.Sun Commercial Bank Ltd;*
- (xiii) Far Eastern International Bnk;*
- (xiv) First Gulf Bank PJSC;*
- (xv) Hua Nan Commercial;*
- (xvi) Investec Bank PLC;*
- (xvii) Keb Hana Bank, Co. Ltd.;*
- (xviii) KGI Bank;*
- (xix) Kookmin Bank Co., Ltd;*
- (xx) MashreqBK;*
- (xxi) Taishin International;*
- (xxii) Mega Int Com Bank;*
- (xxiii) Morgan Stanley Senior Funding INC;*
- (xxiv) MUFG Bank Ltd;*
- (xxv) NEC Capital Solutions Limited;*
- (xxvi) Nomura Singapore Limited;*
- (xxvii) Shinhan Bank;*
- (xxviii) Siemens Bank GMBH;*
- (xxix) Standard Chartered Bank;*
- (xxx) Sumitotmo Mitsui Bank;*

- (xxxi) Sumitomo Mitsui Trust Bank, Ltd;*
- (xxxii) Taipei Fubon Commercial Bank Co Ltd;*
- (xxxiii) The Hongkong & Shanghai BK Cor;*
- (xxxiv) Woori Bank, Hong Kong Branch;*
- (xxxv) Woori Global Markets Asia Ltd;*

%% The list of Mandated Lead Arrangers under the Facility Agreement, as on date, is set out below:

- (i) Standard Chartered Bank;*
- (ii) UBS AG Hong Kong Branch, incorporated in Switzerland with limited liability;*
- (iii) Barclays Bank PLC;*
- (iv) Citigroup Global Markets Asia Limited;*
- (v) Deutsche Bank AG, Singapore Branch;*
- (vi) Nomura International (Hong Kong) Limited;*
- (vii) BNP Paribas, acting through its Hong Kong Branch;*
- (viii) DBS Bank Ltd.;*
- (ix) Investec Bank PLC;*
- (x) Morgan Stanley Senior Funding, Inc.;*
- (xi) MUFG Bank, Ltd.;*
- (xii) Sumitomo Mitsui Banking Corporation Singapore Branch; and*
- (xiii) The Hongkong And Shanghai Banking Corporation Limited.*

**The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.*

*** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.*

****This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.*

For an on behalf of BCP Topco IX Pte. Ltd.

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Authorised Signatory
Name: Peng Wei Tan
Designation: Director
Date: 11 June 2024
Place: Singapore

**For an on behalf of BCP Asia (SG)
Mirror Holding Pte. Ltd.**

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Authorised Signatory
Name: Peng Wei Tan
Designation: Director
Date: 11 June 2024
Place: Singapore