



Deutsche Bank AG, Hong Kong Branch
Level 60
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong SAR

May 19, 2026

To,

- (1) **BSE Limited**
1st floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Maharashtra, India
- (2) **National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India
- (3) **Mphasis Limited**
Bagmane World Technology Center,
Marathalli Outer Ring Road
Doddanakhundi Village, Mahadevapura,
Bangalore – 560 048, Karnataka, India

Sub: Disclosures under Regulation 29(2) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the SEBI SAST Regulations) in relation to release of encumbrance over equity shares of Mphasis Limited.

Dear Sir / Ma'am,

This letter sets out the disclosure being made by Deutsche Bank Group (DB International Trust (Singapore) Limited, in its capacity as the security agent ("**2021 Security Agent**") under the 2021 Facility Agreement (*as defined below*) pursuant to Regulation 29(2) read with Regulation 29(4) of the SEBI SAST Regulations, in respect of the release of existing encumbrance over the equity shares of Mphasis Limited ("**Target Company**") held by BCP Topco IX Pte. Ltd. ("**Borrower**"). As on the date of this letter, the Borrower holds 58,299,642 equity shares in the Target Company, aggregating to 30.55% of the total share capital of the Target Company.



The Borrower had availed term loan facilities of up to USD 1,100,000,000 (United States Dollars One Thousand and One Hundred Million only) ("**2021 Facility**") from lenders thereunder (collectively referred to as the "**2021 Lenders**", and who, as on the date of repayment of the 2021 Facility, are as identified in Part A of the Note below) pursuant to a facility agreement dated July 1, 2021 ("**2021 Facility Agreement**") entered into between, inter alia, the Borrower, BCP Asia (SG) Mirror Holding Pte. Ltd. ("**Parent**"), and the 2021 Security Agent, and as amended from time to time. The Parent had, pursuant to a Singapore law governed security document dated July 28, 2021 entered into between the Borrower, the Parent and the 2021 Security Agent, created a share pledge over 100% of the shares of the Borrower held by the Parent in favour of the 2021 Security Agent (for the benefit of the 2021 Lenders) to secure the 2021 Facility, which was in the nature of an indirect encumbrance over the equity shares of the Target Company (for the avoidance of doubt, the Borrower had not created any direct pledge over the equity shares of the Target Company). Further, the Parent and the Borrower had agreed to certain covenants under the 2021 Facility Agreement that were in the nature of encumbrance in relation to the shares of the Target Company (collectively referred to as the "**2021 Encumbrance**").

The 2021 Facility has been repaid in full on May 15, 2026, resulting in the release of the 2021 Encumbrance created for the benefit of the 2021 Lenders. This disclosure is accordingly being made to report the aforesaid release of the 2021 Encumbrance.

Please see enclosed the disclosures by DB International Trust (Singapore) Limited, in its capacity as the 2021 Security Agent in the prescribed format under Regulation 29(2) read with Regulation 29(4) of the SEBI SAST Regulations in relation to the above.

We request you to kindly take the above on record and disseminate the same.

Signature of Authorised Signatory

A handwritten signature in black ink, appearing to read 'Ram Nathapura', written over a horizontal line.

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 19 May 2026

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for release of 2021 Encumbrance

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 acting as the 2021 Security Agent for the 2021 Lenders identified in Part A of the Note below. DWS Investment GmbH; DWS International GmbH; DBX Advisors LLC, DWS Investments UK Limited		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. BSE Limited 2. 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—/ sale under consideration, holding of:			
a) Shares carrying voting rights	171,196#^	0.09%	0.09%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	58,299,642	30.55%	30.25%
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)	58,470,838#^	30.64%	30.34%

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 category) acquired / sold	NIL	NIL	NIL
d) Shares encumbered / invoked / released by the acquirer	58,299,642	30.55%	30.25%
e) Total (a+b+c+/-d)	58,299,642	30.55%	30.25%
After the acquisition / sale, holding of:			
a) Shares carrying voting rights	171,196 #^	0.09%	0.09%
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs 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 the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	171,196#^	0.09%	0.09%
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter se transfer/encumbrance, etc.)	Release of encumbrance over 58,299,642 equity shares of TC held by the Parent. Please refer to the Note below.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of release of encumbrance: May 15, 2026		
Equity share capital / total voting capital of the TC before the said acquisition / sale	190,819,570 equity shares of Rs. 10/- each aggregating to Rs. 1,908,195,700 (as per the shareholding pattern for quarter ended 31 March 2026, as publicly disclosed by the TC)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	190,819,570 equity shares of Rs. 10/- each aggregating to Rs. 1,908,195,700 (as per the shareholding pattern for quarter ended 31 March 2026, as publicly disclosed by the TC)		
Total diluted share/voting capital of the TC after the said acquisition / sale	192,708,283 equity shares of Rs. 10/- each aggregating to Rs. 1,927,082,830 (as per the shareholding pattern for quarter ended 31 March 2026, as publicly disclosed by the TC)		

(*) 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.

(#) As on May 15, 2026, Deutsche Bank entities independently held 171,196 equity shares aggregating to approximately 0.09% shareholding in the TC.

(^) As of May 15, 2026, Nomura Singapore Limited (being one of the Lenders), independently has an interest in 22,825 equity shares (pursuant to certain futures), aggregating to approx. 0.01% shareholding in the TC.

NOTE:

Part A - List of 2021 Lenders

The list of lenders under the 2021 Facility Agreement, as on date, is set out below (i.e. 2021 Lenders):

- (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) Sumitomo 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;

Part B

This disclosure is being made by Deutsche Bank Group (DB International Trust (Singapore) Limited, in its capacity as the security agent ("**2021 Security Agent**") under the 2021 Facility Agreement (*as defined below*) pursuant to Regulation 29(2) read with Regulation 29(4) of the SEBI SAST Regulations, in respect of the release of existing encumbrance over the equity shares of Mphasis Limited ("**Target Company**") held by BCP Topco IX Pte. Ltd. ("**Borrower**"). As on the date of this letter, the Borrower holds 58,299,642 equity shares in the Target Company, aggregating to 30.55% of the total share capital of the Target Company.

The Borrower had availed term loan facilities of up to USD 1,100,000,000 (United States Dollars One Thousand and One Hundred Million only) ("**2021 Facility**") from lenders thereunder (collectively referred to as the "**2021 Lenders**", and who, as on the date of repayment of the 2021 Facility, are as identified in Part A of the Note above) pursuant to a facility agreement dated July 1, 2021 ("**2021 Facility Agreement**") entered into between, inter alia, the Borrower, BCP Asia (SG) Mirror Holding Pte. Ltd ("**Parent**"), and the 2021 Security Agent, and as amended from time to time. The Parent had, pursuant to a Singapore law governed security document dated July 28, 2021 entered into between the Borrower, the Parent and the 2021 Security Agent, created a share pledge over 100% of the shares of the Borrower held by the Parent in favour of the 2021 Security Agent (for the benefit of the 2021 Lenders) to secure the 2021 Facility, which was in the nature of an indirect encumbrance over the equity shares of the Target Company (for the avoidance of doubt, the Borrower had not created any direct pledge over the equity shares of the Target Company). Further, the Parent and the Borrower had agreed to certain covenants under the 2021 Facility Agreement that were in the nature of encumbrance in relation to the shares of the Target Company (collectively referred to as the "**2021 Encumbrance**").

The 2021 Facility has been repaid in full on May 15, 2026, resulting in the release of the 2021 Encumbrance created for the benefit of the 2021 Lenders. This disclosure is accordingly being made to report the aforesaid release of the 2021 Encumbrance.

Signature of Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 19 May 2026