

Ref. No. CL/SAST/26-27/26394

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: Disclosure under Regulation 29(1) 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 pledge of equity shares of Mphasis Limited.

Dear Sir / Ma'am,

This letter sets out the disclosure being made by Catalyst Trusteeship Limited, in its capacity as the onshore security agent ("**Onshore Security Agent**") for the benefit of the lenders (more particularly identified in the Note below) (collectively referred to as the "**Lenders**") under the 2026 Facility Agreement (*as defined below*), pursuant to Regulation 29(1) read with Regulation 29(4) of the SEBI SAST Regulations in respect of the creation of pledge and encumbrance over the equity shares of Mphasis Limited ("**Target Company**") held by BCP Topco IX Pte. Ltd. ("**Borrower**"). The Borrower is a promoter of the Target Company. As on the date of this letter, the Borrower holds 5,82,99,642 equity shares in the Target Company, aggregating to 30.55% of the total share capital of the Target Company.

The Borrower has availed term loan facilities from the Lenders in terms of the facility agreement dated May 12, 2026 ("**2026 Facility Agreement**") entered into between, inter alia, the Borrower, the Lenders, the Onshore Security Agent, Deutsche Bank AG, Singapore Branch as the agent ("**Agent**") and DB International Trust (Singapore) Limited as the offshore security agent ("**Offshore Security Agent**"). The Borrower has, pursuant to an Indian law governed pledge agreement dated May 12, 2026 ("**2026 Pledge Agreement**"), entered into between the Borrower and the Onshore Security Agent, created a first ranking exclusive pledge over 5,82,99,642 equity shares of the Target Company held by the Borrower, in favour of the Onshore Security Agent (for the benefit of the Lenders) to secure the facilities under the 2026 Facility Agreement. Additionally, the Borrower has agreed to certain covenants under the 2026 Facility Agreement and the 2026 Pledge Agreement in the nature of encumbrance in favour of the Agent, Offshore Security Agent and Onshore Security Agent (for the benefit of the 2026 Lenders), which covenants have come into effect from May 15, 2026.

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Srikanth

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Please see enclosed the disclosure by Catalyst Trusteeship Limited, in its capacity as the Onshore Security Agent in the prescribed format under Regulation 29(1) 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.

For Catalyst Trusteeship Limited

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Signature of Authorised Signatory

Name: Deesha Srikkanth

Designation: Senior Vice President

Date : May 19, 2026

Place: Mumbai

Disclosures under Regulation 29(1) of 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	Catalyst Trusteeship Limited, in its capacity as the Onshore Security Agent for the benefit of the Lenders identified in the 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	1. BSE Limited 2. National Stock Exchange of India Ltd.		
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)	NIL	NIL	NIL
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 the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL

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 category) acquired	NIL	NIL	NIL

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d) Shares in the nature of encumbrance (pledge/ lien /non-disposal undertaking/ others)	5,82,99,642#	30.55%	30.25%
e) Total (a+b+c+/-d)	5,82,99,642#	30.55%	30.25%
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
d) Shares in the nature of encumbrance (pledge/ lien /non-disposal undertaking/ others)	5,82,99,642#	30.55%	30.25%
e) Total (a+b+c+d)	5,82,99,642#	30.55%	30.25%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	By way of pledge over equity shares of the Target Company and covenants in the nature of encumbrance as set out in the Note below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	N.A.		
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.	Date of creation of pledge and encumbrance: May 15, 2026		
Equity share capital / total voting capital of the TC before the said acquisition	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	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	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)		

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NOTE:

This disclosure is being made by Catalyst Trusteeship Limited, in its capacity as the onshore security agent (“**Onshore Security Agent**”) for the benefit of the lenders identified below (collectively referred to as the “**Lenders**”) under the 2026 Facility Agreement (*as defined below*), pursuant to Regulation 29(1) read with Regulation 29(4) of the SEBI SAST Regulations in respect of the creation of pledge and encumbrance over the equity shares of Mphasis Limited (“**Target Company**”) held by BCP Topco IX Pte. Ltd. (“**Borrower**”). The Borrower is a promoter of the Target Company. As on the date of this letter, the Borrower holds 5,82,99,642 equity shares in the Target Company, aggregating to 30.55% of the total share capital of the Target Company. As on the date of this letter, the list of lenders under the 2026 Facility Agreement is as follows:

The list of Lenders under the 2026 Facility Agreement, as on date, is set out below:

1. Citibank, N.A., London Branch;
2. Barclays Bank PLC;
3. MUFG Bank, Ltd., Singapore Branch;
4. The Hongkong and Shanghai Banking Corporation Limited;
5. Morgan Stanley Bank, N.A.;
6. BNP Paribas, Hong Kong Branch;
7. Deutsche Bank AG, Singapore Branch;
8. J.P. Morgan Securities PLC; and
9. Nomura Singapore Limited.

The Borrower has availed term loan facilities from the Lenders in terms of the facility agreement dated May 12, 2026 (“**2026 Facility Agreement**”) entered into between, inter alia, the Borrower, the Lenders, the Onshore Security Agent, Deutsche Bank AG, Singapore Branch as the agent (“**Agent**”) and DB International Trust (Singapore) Limited as the offshore security agent (“**Offshore Security Agent**”) (“**2026 Facility Agreement**”). The Borrower has, pursuant to an Indian law governed pledge agreement dated May 12, 2026 (“**2026 Pledge Agreement**”), entered into between the Borrower and the Onshore Security Agent, created a first ranking exclusive pledge over 5,82,99,642 equity shares of the Target Company held by the Borrower, in favour of the Onshore Security Agent (for the benefit of the Lenders) to secure the facilities under the 2026 Facility Agreement. Additionally, the Borrower has agreed to certain covenants under the 2026 Pledge Agreement in the nature of encumbrance including negative lien and non-disposal covenants in favour of the Onshore Security Agent (for the benefit of the Lenders), which covenants have come into effect from May 15, 2026. This disclosure is accordingly being made to report the creation of the pledge and encumbrance over shares of the Target Company.

For Catalyst Trusteeship Limited

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Signature of Authorised Signatory

Name: Deesha Srikanth

Designation: Senior Vice President

Date : May 19, 2026

Place: Mumbai

Part-B***

Name of the Target Company: Mphasis Limited

(*) 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.

(#) 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.

For Catalyst Trusteeship Limited

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Deesha Srikanth
Srikanth Date: 2026.05.19
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Signature of Authorised Signatory
Name: Deesha Srikanth
Designation: Senior Vice President
Date : May 19, 2026
Place: Mumbai