S. P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary in Whole time Practice

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COMPLIANCE CERTIFICATE ON SHARE BASED EMPLOYEE BENEFIT SCHEMES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

[Pursuant to the requirements of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

MPHASIS LIMITED
Bagmane World Technology Center,
Marathahalli Outer Ring Road,
Doddanakundi Village, Mahadevapura,
Bangalore-560048

This Certificate is issued in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Employees Stock Option Plan 1998 (version I and II) ("ESOP 1998") as approved by the shareholders in its general meeting held on 31 July 1998, Employee Stock Option Plan 2000 ("ESOP 2000") as approved by the shareholders in its general meeting held on 24 July 2000, Employee Stock Option Plan 2003 ("ESOP 2003") as approved by the shareholders in its general meeting held on 02 June 2003, Employees Stock Option Plan 2004 ("ESOP 2004") as approved by the shareholders in its general meeting held on 12 May 2004, Restricted Stock Unit Plan 2010 ("RSU 2010") as approved by the shareholders through postal ballot and reported by scrutinizer on 17 August 2010, Employee Stock Option Plan 2012 ("ESOP 2012") as approved by the shareholders through postal ballot and reported by scrutinizer on 20 January 2012, Restricted Stock Unit Plan 2014 ("RSU 2014") as approved by the shareholders in its general meeting held on 30 July 2014, Restricted Stock Unit Plan 2015 ("RSU 2015") as approved by the shareholders in its general meeting held on 9 September 2015, Employees Stock Option Plan 2016 ("ESOP 2016") as approved by the shareholders in its general meeting held on 4 November 2016 and Restricted Stock Unit Plan 2021 ("RSU Plan 2021") as approved by the shareholders in its general meeting held on 29 September 2021 (the "Schemes"), have been formulated and approved by the Board of Directors of Mphasis Limited (the "Company") in their meeting held on various dates and further approved by the shareholders. I have been requested by the management to certify if the Schemes have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021.

S.P. NAGARAJAN
ACS: 10028
C.P. No: 4738
Company Secretary in Wholetime Practice

Management's Responsibility

The Board of Directors and the ESOP Compensation Committee of the Board of Directors are responsible for formulation and implementation of the Schemes in compliance with the SEBI Regulations and the special resolutions passed at the respective shareholders meetings held on various dates as mentioned above ("Shareholder resolutions").

The management is responsible for preparation and maintenance of all accounting and other relevant supporting records and documents relating to the Schemes, including the design, implementation and maintenance of internal controls on the implementation of the aforesaid Schemes in compliance with the SEBI Regulations.

Auditors' Responsibility

Pursuant to the requirements of the Regulations, it is my responsibility to obtain reasonable assurance and form an opinion, as to whether the Schemes are in compliance with the SEBI Regulations and the Shareholders resolutions.

In connection with the above, I have performed the following procedures:

a. Read the Schemes provided to me by the Company;

b. Read the resolutions passed at the meetings of the Board of Directors;

c. Read the shareholders resolutions passed at the general meetings and;

d. Obtained required explanations and representations from management.

Opinion

Based on the examination carried out by me and the information, explanations and representations provided to me by the management of the Company, in my opinion, the ESOP 1998 as approved by the shareholders in its general meeting held on 31 July 1998, ESOP 2000 as approved by the shareholders in its general meeting held on 24 July 2000, ESOP 2003 as approved by the shareholders in its general meeting held on 02 June 2003, ESOP 2004 as approved by the shareholders in its extraordinary general meeting held on 12 May 2004, RSU 2010 as approved by the shareholders through postal ballot and reported by scrutinizer on 17 August 2010, ESOP 2012 as approved by the shareholders through postal ballot and reported by scrutinizer on 20 January 2012, RSU 2014 as approved by the shareholders in its general meeting held on 30 July 2014, RSU 2015 as approved by the shareholders in its general meeting held on 9 September 2015, ESOP 2016 as approved by the shareholders in its general meeting held on 4 November 2016 and RSU Plan 2021 as approved by the shareholders in its general meeting held on 29 September 2021 are implemented in accordance with the SEBI Regulations and in accordance with the resolutions approved by the shareholders of the Company.

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Restriction on use

This Certificate is addressed to and provided to the Board of Directors of the Company in terms of Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 solely for the purpose of being placed before the shareholders of the Company at the ensuing Annual General Meeting scheduled to be held on 23rd July 2026 or at any adjournment thereof, and is not intended to be, and should not be used for any other purpose, and should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing.

I further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bangalore	**Signature** **Name of the Company Secretary: S.P. NAGARAJAN**	**:**
Date: 29/04/2026	**Membership Number** **CP Number** **UDIN**	**: A10028** **: 4738** **: A010028H000230787**
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400		

S.P. NAGARAJAN ★ ACS: 10028 C.P. No: 4738 Company Secretary in Wholetime Practice

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