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

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Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and RuleNo.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
MPHASIS LIMITED
Bagmane World Technology Centre,
Marathahalli Outer Ring Road,
Doddanakundi Village, Mahadevapura,
Bangalore-560048

CIN of Company: L30007KA1992PLC025294
Authorised Capital: Rs. 245,00,00,000/-

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MPHASIS LIMITED** ("the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, Registers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2026 ('year under review') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, registers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2026 according to the provisions of:

   i. The Companies Act, 2013 (the Act) and the rules made thereunder;

   ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder with regard to maintenance of minimum public shareholding and compliance of various regulations as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder with regard to dematerialisation of securities and reconciliation of records of dematerialised securities with all securities issued by the Company in compliance with amended clause 76 of the SEBI (Depositories and Participants) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. Based on the examination of records and information made available, it has been observed that reporting requirements under FEMA relating to the transfer of shares to certain employees (under ESOP Schemes), are pending due to non-availability of complete Know Your Customer (KYC) documents of the employees.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
   b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations; During the audit period under review the company has made a disclosure under Regulation 29(1), Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
   c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations.
   d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 were not applicable as there was no reportable event during the financial year under review;
   e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
   f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
   g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 read with amended regulation 2025 - Not applicable as there was no reportable event during the financial year under review.
   h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 – Not applicable as the company is not registered as Registrar to Issue and Share transfer Agent during the financial year under review.

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i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. Not applicable as the company has not delisted/proposed to delist its equity shares from any stock exchange during the financial year under review.
j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. Not applicable as there was no reportable event during the financial year under review.

Further, for ascertaining compliance with applicable financial laws and other laws to the extent applicable, I am of the opinion that the Company has complied with the following laws applicable specifically to the Company:

a. The Information Technology Act, 2000 and the rules made thereunder
b. The Special Economic Zones Act, 2005 and the rules made thereunder
c. The Software Technology Parks of India rules and regulations made thereunder
d. The Registration Act, 1908
e. The Indian Stamp Act, 1899
f. The Limitation Act, 1963
g. The Indian Contract Act, 1872
h. The Negotiable Instrument Act, 1881
i. The Sale of Goods Act, 1930
j. The Trade Marks Act, 1999
k. The Patents Act, 1970
l. The Copyright Act, 1957
m. The Designs Act, 2000
n. Income Tax Act, 1961
o. The Central Goods and Services Tax Act, 2017
p. The Environment Protection Act, 1986
q. The Trade Unions Act, 1926
r. The Weekly Holidays Act, 1942
s. The Telecom Regulatory Authority of India Act, 1997
t. The Insurance Act, 1938
u. General Clauses, 1897
v. Foreign Trade (Development And Regulation) Act, 1992
w. Employees' Provident Funds And Miscellaneous Provisions Act, 1952
x. Employees' State Insurance Act, 1948
y. Employees' State Insurance (Central) Rules, 1950
z. Labour Laws including ESI Act, Employee's PF & Miscellaneous Provision Act, Payment of Bonus Act, Payment of Gratuity Act, Contract Labour Act, Employees Compensation Act, Equal Remuneration Act, Maternity Benefit Act, 1961
aa. Bureau of Indian Standards Act, 1986
bb. E-waste (Management and Handling) Rules, 2011
cc. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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dd. The State Acts, rules, guidelines and regulations to the extent applicable to the Company based on the location of its offices across India.

I have also examined the compliances with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) and Section 118(10) of the Companies Act, 2013.

   In my opinion and to the best of my information and according to the explanation given to me, I report that the Company has complied with all applicable Secretarial Standards issued by ICSI with respect to General and Board meetings.

b) The Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015.

c) I further report that based on the compliance mechanism established by the company, which has been verified on test check basis and the compliance Report submitted to and taken on record by the Board of Directors of the Company, further the compliance by the company of applicable Taxation laws, like Direct & Indirect Tax laws have been reviewed to the extent applicable to Secretarial audit.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

2. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to me by the Company.

   I report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and with the enabling provisions of the Memorandum and Articles of Association of the Company, wherever applicable with regard to:

   a) maintenance of various statutory registers and documents and making necessary entries therein;
   b) closure of the Register of Members;
   c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies/Ministry of Corporate Affairs and the Central Government;
   d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
   e) notice of Board meetings and Committee meetings of Directors;

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f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
g) the 34th Annual General Meeting held on 24th July 2025;
h) minutes of proceedings of General Meeting and of the Board and its Committee meetings;
i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required; During the year under review, the Company has sought the approval of members through Postal Ballot for appointment of Independent Director viz., Punit Sood (DIN: 00033799) and complied with the provisions of the Act and disclosure norms.
j) constitution of the Board of Directors /Committee(s) of Directors, appointment, retirement, regularization and re-appointment of Directors including the Executive Director/Whole-time Director, Key Managerial Personnel wherever applicable;
k) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors and a Woman Director.

   During the year, the composition of Board of Directors is in compliance with provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

   During the year under review, the Stock Exchanges issued Notices regarding alleged non-compliance with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has submitted waiver application to the Stock Exchanges and the reply is awaited.
l) payment of remuneration to Executive Director/ Whole-time Director and payment of commission to Non-Executive Directors;
m) Auditors and the remuneration payable to them;
n) transfer and transmission of the Company's shares if any, and allotment of shares under ESOP scheme, wherever applicable;
o) declaration and payment of dividends;
p) transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
q) investment of the Company's funds including inter-corporate loans, loans to others and investments wherever applicable;
r) the Company has not availed any Secured loan from Bank/Financial Institutions during the period under review.
s) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
t) Board's report;
u) contracts, common seal, registered office and publication of name of the Company; and
v) Generally, all other applicable provisions of the Act and the rules made under.

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3. **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Independent Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act and are given below:

(1) Jan Kathleen Hier (DIN:07360483) ceased to be an Independent Director of the Company with effect from 10th December 2025 consequent to the completion of the second term.

2) Punit Sood (DIN: 00033799) was appointed as Independent Director with effect from 11th December 2025 for a term of 5 (Five) consecutive years.

(3) Courtney Karlan Della Cava resigned as Non-Executive Director with effect from 27th February 2026.

During the year under review, the changes in the KMPs are exhibited below:

(1) Puranam Sivaramakrishnan resigned as Company Secretary with effect from 27th April 2025.

(2) Mayank Verma appointed as Company Secretary with effect from 28th April 2025.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance in accordance with Section 173(3) of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision was carried through and there was no instance of any director expressing any dissenting views.

All decisions at Board Meetings and Committee Meetings are carried out by requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board as the case may be.

4. **I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

5. **I further report that:**

(a) the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interests in other entities;

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(b) the Directors have complied with the disclosure requirements in respect of their eligibility of appointment, being independent and compliance with the Code of Business Conduct and Ethics for Directors and Management Personnel;

(c) the Company has obtained all necessary approvals under the various provisions of the Act and Rules made thereunder, to the extent applicable;

6. **I further report that** during the audit period there were no specific events having a major bearing on the Company's affairs in pursuance of the above referred applicable laws, rules, regulations, standards and guidelines.

This report is to be read with my letter of even date which is annexed as 'Annexure-1 and forms an integral part of this report.

Place: Bangalore	**Signature:** **Name of the Company Secretary: S.P. NAGARAJAN**
Date: 29/04/2026	**Membership Number : A10028** **CP Number : 4738** **UDIN : A010028H000230490**
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	

As per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Secretarial Audit Report in term of section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 was conducted by using appropriate Information Technology tools and physical verification of records and register, data sharing through Company's 'Shared folder' to access and examine relevant documents and verification of records for completion of the audit.

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

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Annexure -1

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

CIN of Company: L30007KA1992PLC025294
Authorised Capital: Rs. 245,00,00,000/-

My Secretarial Audit Report for Financial Year ended on 31 March 2026 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have verified the correctness and appropriateness of financial records and Books of Accounts of the company on test check basis to the extent applicable for Secretarial Audit.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

S.P. NAGARAJAN
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Company Secretary in Whole time Practice

S.P. NAGARAJAN
Membership Number : A10028
CP Number : 4738
Place: Bangalore
Date: 29/04/2026