MPHASIS LIMITED

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POLICY ON BOARD DIVERSITY

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Version Number	V2.0
Current Policy Effective Date	23 July 2026

Document Change History

Version	Author	Date	Summary
V1	A Sivaram Nair	22 May 2015	Policy adopted by the Board of Directors
V2	Mayank Verma	23 July 2026	Amendment to the Policy to align with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. INTRODUCTION

The Board of Directors (the "**Board**") of Mphasis Limited (**"Mphasis"** or the **"Company**") has approved and adopted a Policy on Board Diversity (hereinafter referred to as the "Policy") based on the recommendation of the Nomination and Remuneration Committee (the "Committee") in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). This Policy shall be applicable to the composition of the Board of the Company. The Policy shall not be applicable in relation to the Mphasis employees, other than Executive Director(s).

The words and expressions used in this Policy shall have the meaning assigned to them under the Companies Act, 2013 and/or the Listing Regulations as amended from time to time.

2. PURPOSE

Diversity is an integral part of the Mphasis culture and the Company is committed to fostering a workplace that is free from all forms of discrimination, including on the basis of gender, age, race, religion, disability or sexual orientation. Mphasis values and respects the uniqueness of each of its stakeholders and recognizes that diversity contributes to sustainable business success.

With a view to achieving balanced and sustainable growth, and as an essential element in supporting the attainment of its strategic objectives, Mphasis actively promotes diversity at both the Corporate and Board levels. The Company believes that a diverse Board enhances decision-making through a broader range of perspectives and experiences.

3. POLICY

The Board shall have an optimum combination of Executive, Non-Executive and Independent Directors in accordance with requirements of the Articles of Association of Mphasis, the Companies Act, 2013, Listing Regulations and other statutory, regulatory and contractual obligations.

In designing the Board's composition, board diversity shall be considered from a number of aspects, including but not limited to gender, age, country of origin, nationality, culture, educational background, ethnicity, thought, perspective, professional and industry experience, skills and knowledge.

The Committee shall ensure that all Board appointments are based on merit, with candidates assessed against objective criteria, having due regard for the benefits of diversity on the Board.

A Director, including an Independent Director, shall possess appropriate skills, experience and knowledge in one or more areas such as large-scale global operations and technology, strategy and planning, finance, law, management, sales and marketing, supply chain, administration, research, corporate governance, risk management and cyber security, operations or other disciplines related to the Company's business.

An Independent Director shall also be evaluated in accordance with the applicable framework, including the guidelines, duties, roles and functions set out in Schedule IV of the Companies Act, 2013.

In accordance with the provisions of Section 149 of the Companies Act, 2013 and Listing Regulations, the Company shall at all times have at least one Woman Director on the Board. Vacancy in the office of Woman Director shall be filled by the Board at the earliest but not later than the time prescribed under applicable law.

4. IMPLEMENTATION

The Committee shall be responsible for reviewing and assessing the Board composition and where appropriate, recommend appointment of new Directors on the Board. In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above in identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the Board, Board Committees and individual Directors, the Committee will consider the overall balance of skills, experience, independence, knowledge and the diversity representation of the Board, including gender and such other factors relevant for Board diversity and effectiveness.

5. SUPPLEMENTARY PROVISIONS

The Policy shall be uploaded on the website of the Company at www.mphasis.com.

The implementation of the Policy shall be monitored by the Committee from time to time. The Committee may review the Policy as and when it deems fit and recommend changes or modifications for approval of the Board.

In case of any subsequent changes in the provisions of Listing Regulations or Companies Act, 2013 which makes any of the provisions in the Policy inconsistent with the Listing Regulations or Companies Act, 2013, then the provisions of the Listing Regulations or Companies Act, 2013 would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with the Regulations.

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