Mphasis
The Next Applied

Mphasis Limited

Format to be submitted by listed entity on quarterly basis

1. **Name of Listed Entity** : **Mphasis Limited**
2. **Quarter ending** : **30 June 2026**

I. Composition of Board of Directors

Title Mr./Mrs.	Name of the Director	PAN[1] & DIN	Category[2] (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure[3 &4]	Date of Birth	Whether special resolution passed? [Refer Reg.17(1A) of Listing Regulations]	Date of passing special resolution	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)[5]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for cessation
Mr.	Nitin Rakesh	DIN: 00042261	Executive	29-01-2017	01-10-2021	-	NA	27-12-1971	NA	-	1	-	1	-	
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	54.11 months	05-06-1960	NA	-	1	1	1	1	
Mr.	Sunil Kumar Gulati	DIN: 10473127	Independent	01-04-2024	01-04-2024	-	27 months	30-07-1959	NA	-	1	1	1	1	
Mr.	Girish Srikrishna Paranjpe	DIN: 02172725	Chairperson/ Independent	01-10-2024	01-10-2024	-	21 months	20-03-1958	NA	-	4	4	6	3	
Mr.	Punit Sood	DIN: 00033799	Independent	11-12-2025	11-12-2025	-	6.20 months	08-09-1964	NA	-	2	2	3	-	
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	25-07-2024	-	NA	27-11-1953	NA	-	1	-	-	-	
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	24-07-2025	-	NA	22-02-1960	NA	-	1	-	-	-	
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	24-07-2025	-	NA	26-01-1973	NA	-	3	-	-	-	
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	24-07-2025	-	NA	30-10-1975	NA	-	2	-	5	1	
Mr.	Kabir Mathur	DIN: 08635072	Non-Executive	20-12-2021	20-07-2023	-	NA	16-02-1979	NA	-	1	-	1	-	
Mr.	Pankaj Sood	DIN: 05185378	Non-Executive	20-12-2021	25-07-2024	-	NA	11-07-1975	NA	-	3	-	1	-	

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No

Whether any directors disqualified u/s 164 of Companies Act, 2013 - No

1. PAN number of any director would not be displayed on the website of Stock Exchange.
2. Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen.
3. To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

I. Composition of Board of Directors

Title Mr./Mrs.	Name of the Director	PAN[1] & DIN	Category[2] (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure[3 &4]	Date of Birth	Whether special resolution passed? [Refer Reg.17(1A) of Listing Regulations]	Date of passing special resolution	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)[5]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for cessation

4. Tenure as per Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 considered. The tenures are calculated as on 30 June 2026.
5.Number of membership in Audit/Stakeholder Committee(s) includes membership of committees of public limited companies/listed companies including Mphasis Limited.

II. Composition of Committees

Name of Committee	Whether regular chairperson appointed	Name of Committee Members		Category (chairperson/Executive/ Non-Executive/independent/ Nominee)$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Maureen Anne Erasmus	Chairperson	Independent Director	01-04-2023	
		Mr. Girish Srikrishna Paranjpe	Member	Independent Director	01-10-2024	
		Mr. Punit Sood	Member	Independent Director	13-12-2025	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-04-2023	
2. Nomination & Remuneration Committee	Yes	Ms. Sunil Kumar Gulati	Chairperson	Independent Director	01-10-2024	
		Mr. Girish Srikrishna Paranjpe	Member	Independent Director	11-12-2025	
		Mr. Amit Dixit	Member	Non-Executive Director	01-09-2016	
3. Risk Governance & Management Committee	Yes	Mr. Marshall Jan Lux	Chairperson	Non-Executive Director	24-01-2019	
		Ms. Maureen Anne Erasmus	Member	Independent Director	01-04-2023	
		Mr. Nitin Rakesh	Member	Executive Director	24-01-2019	
		Mr. David Lawrence Johnson	Member	Non-Executive Director	24-01-2019	
		Mr. Kabir Mathur	Member	Non-Executive Director	01-04-2023	
		Mr. Aravind Viswanathan *	Member	-	01-10-2024	
		Mr. Eric Winston*	Member	-	24-01-2019	
4. Stakeholders Relationship Committee	Yes	Mr. Sunil Kumar Gulati	Chairperson	Independent Director	01-10-2024	
		Mr. Nitin Rakesh	Member	Executive Director	27-01-2017	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-09-2016	
5. Corporate Social Responsibility Committee	Yes	Mr. Girish Srikrishna Paranjpe	Chairperson	Independent Director	01-10-2024	
		Mr. Sunil Kumar Gulati	Member	Independent Director	01-04-2024	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-09-2016	
		Mr. Nitin Rakesh	Member	Executive Director	29-01-2017	

$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
*Senior Executives of the Company

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on the date of meeting	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive Meetings (in number of days)
22 January 2026	-	-	-	-	-	-
27 March 2026		-	-	-	-	-
-	29 April 2026	Yes	11	11	4	32

IV. Meetings of Committees – Audit Committee

Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
21 January 2026	-	-	-	-	-	-	-
-	28 April 2026	Yes	4	4	3	96	-

Nomination & Remuneration Committee

Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
22 January 2026	-	-	-	-	-	-	-
-	29 April 2026	Yes	3	3	2	96	-

Risk Governance & Management Committee

Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
22 January 2026	-	-	-	-	-	-	-
-	29 April 2026	Yes	5	5	1	96	2

Stakeholders Relationship Committee

Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
21 January 2026	-	-	-	-	-	-	-

Corporate Social Responsibility Committee

Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
-	28 April 2026	Yes	4	4	2	-	-

*to be filled in only for the current quarter meetings.

V. Details of cyber security incidence

Subject	Compliance status (Yes/No)
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	*No*

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
   a. Audit Committee
   b. Nomination & Remuneration Committee
   c. Stakeholders Relationship Committee
   d. Risk Management Committee (applicable to the top 1,000 listed entities) – *Applicable*
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -Yes.
6. Any comments/observations/advice of the Board of Directors may be mentioned here. *The Corporate Governance Report for the quarter ended 30 June 2026 will be placed before the Board at the upcoming quarterly Board Meeting scheduled for 23 July 2026 for Q1 FY27. The previous quarter's report was placed before the Board on 29 April 2026.*

For Mphasis Limited
Mayank Verma
Senior Vice President and Company Secretary

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Mphasis Limited

Investor Grievance Report	
No. of investor complaints pending at the beginning of Quarter	Nil
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	1

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies
The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Sl. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1.	Theory and Practice Business Intelligence Inc.	21-04-2026	0.00%	100.00%	100.00%
2.	Theory and Practice HoldCo. B.V.	21-04-2026	0.00%	100.00%	100.00%
3.	Theory and Practice B.V.	21-04-2026	0.00%	100.00%	100.00%

Notes: The intimation regarding the acquisitions was filed with the Stock Exchanges on April 21, 2026.

Disclosure of Imposition of Fine or Penalty
The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Sl. No.	Name of the Authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	BSE Limited and National Stock Exchange of India Limited	Notice issued by both stock exchanges imposing a fine of Rs. 30,000 each for non-compliance with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	27-05-2026	Non-compliance under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	No material impact on financials, operations or other activities of the Company. The Company has filed a waiver application with the stock exchanges and the outcome is awaited.
2.	The Joint Commissioner of Commercial Taxes (Appeals-5), Koramangala, Bengaluru	GST JC Appeal order (Form GST APL-04)	05-05-2026	Tax demand confirmed on non- submission of SEZ endorsement.	Penalty levied for INR 8,92,632/-; Amount being minimal, no impact on standalone FS is foreseen; Company shall file an Appeal in GSTAT .

Mphasis Limited

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Sl. No.	Name of the Authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
3.	The Joint Commissioner of Commercial Taxes (Appeals-5), Koramangala, Bengaluru	GST JC Appeal order (Form GST APL-04)	05-05-2026	Tax demand confirmed on ITC claimed in GSTR3B but not reflecting in GSTR2A.	Penalty levied for INR 72,325/-; Amount being minimal, no impact on standalone FS is foreseen; Company shall file an Appeal in GSTAT .
4.	The Joint Commissioner of Commercial Taxes (Appeals-5), Koramangala, Bengaluru	GST JC Appeal order (Form GST APL-04)	05-05-2026	Tax demand confirmed on ITC claimed in GSTR3B but not reflecting in GSTR2A.	Penalty levied for INR 20,000/-; Amount being minimal, no impact on standalone FS is foreseen; Company shall file an Appeal in GSTAT .

Disclosure of Updates to Ongoing Tax Litigation or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Sl. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1.	Office of the DCIT, International tax, Circle 1(1), Bangalore Income Tax Department	29-03-2025	Received order under Section Sec 201 and Sec 201(1A)A alongwith Notice of demand of INR 232.37 crore under section 156 of the Income-Tax Act, 1961 for AY 2018-2019 & AY 2019-2020. The order mainly contains demand of TDS on overseas payments to foreign associated Enterprises and interest thereon. The order has created demand on tax deductible at source on payment of subcontracting charges to overseas subsidiaries and Associated Enterprises. The case is pending with Office of the DCIT, International tax, Circle 1(1), Bangalore Income Tax Department. Subsequently, the Company has received a rectification Order under Section 154 of the Income Tax Act, 1961 dated September 26, 2025. Pursuant to this order, the tax demand has been reduced from INR 232.37 crore to INR 108.56 crore , resulting in a net reduction of INR 123.82 crore. The same has been intimated to both the Stock Exchanges on September 27, 2025. Appeal has been filed before CIT(A), Guwahati and matter is sub judice.	No further update since the last disclosure.
2.	Assessment Unit, Income Tax Department	25-03-2026	Received Assessment Order under Section 143(3) read with Section 144B along with Notice of demand of Rs. 2286.86 crores under Section 156 of the Income-Tax Act, 1961 for AY 2023-24. The Order mainly contains income reported by the Company in its return of income and the details of variations in returned income assessed by the assessing officer. The order has made addition to taxable income on account of allowance claimed by the Company on ESOP expense, subcontractor expenses paid to overseas associated enterprises without deduction of tax at source, etc., and addition to taxable income on account of GST turnover difference vis a vis Audited Financial Statements. The Company will file a rectification petition with respect to errors in the computation sheet. Further, the Company is evaluating options to avail itself of legal remedies and shall file an appropriate appeal against the said assessment order. The same has been intimated to both the Stock Exchanges on March 25, 2026. An Appeal is being prepared for filing before the CIT-A.	The matter is pending before CIT(A)

Mphasis Limited

Disclosure of Updates to Ongoing Tax Litigation or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Sl. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
3.	Office of the DCIT, International tax, Circle 1(1), Bangalore Income Tax Department	30-03-2026	Received order under sections 201 and 201(1A) of the Income Tax Act, 1961 along with Notice of demand of INR 151.73 crores under section 156 of the Income Tax Act, 1961 for assessment year 2020-21. The order mainly contains demand of TDS on overseas payments to foreign associated enterprises and interest thereon. The order has created demand on tax deductible at source on payment of subcontracting charges to overseas subsidiaries and associated enterprises. The Company, based on its preliminary assessment, believes that it has a good case on merits and is confident of a favourable outcome at the appellate stage. The same has been intimated to both the Stock Exchanges on March 30, 2026. An Appeal is being prepared for filing before the CIT-A.	The matter is pending before CIT(A)

For Mphasis Limited
Mayank Verma
Senior Vice President and Company Secretary
Bengaluru
17 July 2026