

1. Name of Listed Entity : Mphasis Limited
2. Quarter ending : 30th September 2026

Title Mr./M/s.	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	0	1	0	
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	57.11 months	05-06-1960	NA	-	1	1	1	1	
Mr.	Sunil Kumar Gulati	DIN: 10473127	Independent	01-04-2024	01-04-2024	-	30 months	30-07-1959	NA	-	1	1	1	1	
Mr.	Girish Srikrishna Paranjpe	DIN: 02172725	Chairperson/ Independent	01-10-2024	01-10-2024	-	24 months	20-03-1958	NA	-	4	4	5	3	
Mr.	Punit Sood	DIN: 00033799	Independent	11-12-2025	11-12-2025	-	9.20 months	08-09-1964	NA	-	2	2	3	0	
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	25-07-2024	-	NA	27-11-1953	NA	-	1	0	0	0	
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	24-07-2025	-	NA	22-02-1960	NA	-	1	0	0	0	
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	24-07-2025	-	NA	26-01-1973	NA	-	3	0	0	0	
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	24-07-2025	-	NA	30-10-1975	NA	-	2	0	4	0	
Mr.	Kabir Mathur	DIN: 08635072	Non-Executive	20-12-2021	23-07-2026	-	NA	16-02-1979	NA	-	1	0	0	0	
Mr.	Pankaj Sood	DIN: 05185378	Non-Executive	20-12-2021	23-07-2026	-	NA	11-07-1975	NA	-	3	0	1	0	
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.															

Title Mr./Mr s.	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
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5.Number of membership in Audit/Stakeholder Committee(s) includes membership of committees of public limited companies/listed companies including Mphasis Limited.

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	

*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)	
29 April 2026	-	-	-	-	-	-	
	23 July 2026	Yes	11	11	4	84	
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)
28 April 2026	-	Yes	4	4	3	-	0
	07 July 2026	Yes	4	4	3	69	0
	22 July 2026	Yes	4	4	3	14	0
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)
29 April 2026	-	Yes	3	3	2	-	0
-	23 July 2026	Yes	3	3	2	84	0
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)
29 April 2026	-	Yes	5	5	1	-	2
-	23 July 2026	Yes	5	5	1	84	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)
-	-	-	-	-	-	-	-

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	-	0
*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) – <i>Applicable</i> 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. -No. 6. Any comments/observations/advice of the Board of Directors may be mentioned here. <i>The Corporate Governance Report for the quarter ended 30th September 2026 will be placed before the Board at the upcoming quarterly Board Meeting scheduled for 05th November 2026 for Q2 FY27. The previous quarter's report was placed before the Board on 23rd July 2026.</i>							
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.

II Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		
For Mphasis Limited Mayank Verma Senior Vice President and Company Secretary Bengaluru 28 October 2025		

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Disclosure for the half year ending 30th September 2026

- I. Following are the details of loan or any other form of debt advanced by the Company directly or indirectly to:

Entity	Aggregate amount advanced during 1 April 2026 to 30 September 2026	(in ₹ Million)
		Balance outstanding at 30 September 2026
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs (including relatives) or any other entity controlled by them	Nil	Nil

- II. Following are the details of guarantee/ comfort letter (by whatever name called) provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount issued during 1 April 2026 to 30 September 2026	(in ₹ Million)
			Balance outstanding at 30 September 2026
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs (including relatives) or any other entity controlled by them	Nil	Nil	Nil

III. Following are the details of any security provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (Cash, shares etc.)	Aggregate value of security provided during 1 April 2026 to 30 September 2026	(in ₹ Million)
			Balance outstanding at 30 September 2026
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs (including relatives) or any other entity controlled by them	Nil	Nil	Nil

IV. Any other information which is to be highlighted in connection with the above:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.
Not Applicable

For Mphasis Limited
Aravind Viswanathan
Chief Financial Officer
Bengaluru

Note:

These disclosures exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company – **Not Applicable**

b) by the Company to/for its subsidiary whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company ; and - **Not Applicable**

d) by the Company to its employees or directors as a part of the service conditions

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Investor Grievance Report

No. of investor complaints pending at the beginning of Quarter	1
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	3

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
Not Applicable					

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
Not Applicable					

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	No further update as on quarter ended 30 September 2026

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
			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.	
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 has been filed and the matter is pending before CIT(A).	No further update as on quarter ended 30 September 2026
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 has been filed, and the matter is pending before CIT(A)	No further update as on quarter ended 30 September 2026

For Mphasis Limited
Mayank Verma
Senior Vice President and Company Secretary
Bengaluru
28 October 2026