



23 October 2025

The Listing Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 526299

The Listing Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051
Scrip Symbol: MPHASIS

Dear Sir/Madam,

Sub: Submission of Integrated Corporate Governance Report

Pursuant to regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclose herewith the Integrated Corporate Governance Report under for quarter ended 30 September 2025.

We request you to kindly take the above on record as required under the provisions of Listing Regulations.

Thanking you,

Yours faithfully,
For Mphasis Limited

Signed by:

Mayank Verma

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Mayank Verma
Senior Vice President and Company Secretary
Membership No.: ACS 18776
Encl.- As above

Initial

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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited
2. Quarter ending : 30 September 2025

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]	No. of Independent Directorship in listed entities including this listed entity [In reference to Proviso to regulation 17A(1)& 17A(2)]	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)
Mr.	Nitin Rakesh	DIN: 00042261	Executive	29-01-2017	01-10-2021	-	NA	27-12-1971	NA	-	1	-	1	-
Ms.	Jan Kathleen Hier	DIN: 07360483	Chairperson/ Independent	11-12-2015	11-12-2020	-	117.20 months	30-12-1954	NA	-	1	1	-	-
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	45.11 months	05-06-1960	NA	-	1	1	1	1
Mr.	Sunil Kumar Gulati	DIN: 10473127	Independent	01-04-2024	01-04-2024	-	18 months	30-07-1959	NA	-	1	1	2	1
Mr.	Girish Srikrishna Paranjpe	DIN: 02172725	Independent	01-10-2024	01-10-2024	-	12 months	20-03-1958	NA	-	3	3	5	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	-	4	1
Ms.	Courtney Karlan della Cava	DIN: 09380419	Non-Executive	20-12-2021	25-07-2024	-	NA	31-12-1969	NA	-	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	-	4	-	1	-

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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. Sunil Kumar Gulati	Member	Independent Director	01-04-2024	
		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. Jan Kathleen Hier	Member	Independent Director	11-12-2015	
		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)	
24 April 2025	-	-	-	-	-	-	
-	24 July 2025	Yes	12	12	4	90	
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)
24 April 2025	-	-	-	-	-	-	-
11 June 2025	-	-	-	-	-	-	-
-	23 July 2025	Yes	4	4	3	41	
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)
23 April 2025	-	-	-	-	-	-	-
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)
23 April 2025	-	-	-	-	-	-	-
-	24 July 2025	Yes	5	4	1	91	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)
-	-	-	-	-	-	-	-
*to be filled in only for the current quarter meetings.							



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Note: 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.	
VI. 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
VII. 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. Any comments/observations/advice of the Board of Directors may be mentioned here. <u>The Corporate Governance Report for the quarter ended 30 June 2025 was placed before the Board of Directors at their meeting held on 24 July 2025 and there were no comments/observations from the Board on the same.</u>	
For Mphasis Limited Sd/- 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

Annexure I

Affirmations		
Sl. No.	Subject	Compliance status (Yes/No)
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
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	Yes
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	Yes
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	Yes
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 Board of Directors may be mentioned here	Not applicable

For Mphasis Limited
Sd/-
Mayank Verma
Senior Vice President and Company Secretary
Bengaluru
23 October 2025



Mphasis Limited

Annexure II

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
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 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 Sd/- Mayank Verma Senior Vice President and Company Secretary Bengaluru 23 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 30 September 2025

- 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 2025 to 30 September 2025	(in ₹ Million)
		Balance outstanding at 30 September 2025
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 2025 to 30 September 2025	(in ₹ Million)
			Balance outstanding at 30 September 2025
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 2025 to 30 September 2025	(in ₹ Million)
			Balance outstanding at 30 September 2025
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.
Yes

For Mphasis Limited
Sd/-
Aravind Viswanathan
Chief Financial Office

Bengaluru
23 October 2025

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



Mphasis Limited

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

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
	Devlopment Commissioner, SEEPZ-SEZ, Pune	Imposed penalty of Rs 8,57,400 under the provisions of Section 11(2) of the Foreign Trade (Devlopment and Regulation) Act, 1992 as provided for un the Rule 54(2) of the SEZ Rules, 2006.	07-07-2025	The Company provided Information Technology/Information Technology Enabled Services in the Domestic Tariff Area and received payments in Indian Rupees instead of Foreign Exchange.	The financial impact of the Order is to the extent of the penalty levied. Beside this, there is no impact on operations or other activities of the Company due to the Order.



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
1	Assessment Unit, Income Tax Department	07-03-2025	Received order under Section 143(3) r.w.s. 144B alongwith Notice of demand of ₹ 1,164.77 crore under section 156 of the Income-Tax Act, 1961 for the AY 2022-23. The order mainly contains income reported by the company in its return of income and the details of income assessed by the assessing officer. The order has made addition to taxable income on account of allowance claimed by assessee on ESOP expense and subcontractor expenses paid to overseas associated enterprises without deduction of tax at source. The case is pending with Assessment Unit, Income Tax Department.	The Company received a rectification Order dated July 7, 2025, under section 154 of the Income Tax Act, 1961 on 8 July 2025. Pursuant to this Order, the tax demand has been reduced from ₹ 1,164.77 crore to ₹ 582.7 crore, resulting in a net reduction of ₹582.07 crore. The same has been intimated to both the Stock Exchanges on July 9, 2025.



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
2	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) alongwith Notice of demand of ₹ 232.37 crore under section 156 of the Income-Tax Act, 1961 for AY 2018-2019 & AY 2019-20 20. 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.	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 ₹232.37 crore to ₹108.56 crore, resulting in a net reduction of ₹123.82 crore. The same has been intimated to both the Stock Exchanges on September 27, 2025.

For Mphasis Limited

Sd/-
Mayank Verma
Senior Vice President and Company Secretary
Bengaluru
23 October 2025