

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited
2. Quarter ending : 31 March 2026

I. Composition of Board of Directors															
Title Mr./Mrs.	Name of the Director	PAN <sup>1</sup> & DIN	Category <sup>2</sup> (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>3 &amp; 4</sup>	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) <sup>5</sup>	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	-	51.11 months	05-06-1960	NA	-	1	1	1	1	
Mr.	Sunil Kumar Gulati	DIN: 10473127	Independent	01-04-2024	01-04-2024	-	24 months	30-07-1959	NA	-	1	1	1	1	
Mr.	Girish Srikrishna Paranjpe	DIN: 02172725	Chairperson/Independent	01-10-2024	01-10-2024	-	18 months	20-03-1958	NA	-	3	3	5	3	
Mr.	Punit Sood	DIN: 00033799	Independent	11-12-2025	11-12-2025	-	3.20 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	
Ms.	Courtney Karlan della Cava	DIN: 09380419	Non-Executive	20-12-2021	25-07-2024	27-02-2026	NA	31-12-1969	NA	-	-	-	-	-	Others
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	-	
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												

**I. Composition of Board of Directors**

Title Mr./Mrs.	Name of the Director	PAN <sup>1</sup> & DIN	Category <sup>2</sup> (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>3 &amp; 4</sup>	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) <sup>5</sup>	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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- PAN number of any director would not be displayed on the website of Stock Exchange.
- 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.
- 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.
- Tenure as per Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 considered. The tenures are calculated as on 31 March 2026.
- 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) <sup>§</sup>	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							
<b>III. Meeting of Board of Directors</b>							
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)	
30 October 2025	-	-	-	-	-	-	
-	22 January 2026	Yes	12	12	4	83	
-	27 March 2026	Yes	11	11	4	63	
<b>IV. Meetings of Committees – Audit Committee</b>							
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 October 2025	-	-	-	-	-	-	-
12 December 2025	-	-	-	-	-	-	-
-	21 January 2026	Yes	4	4	3	39	-
<b>Nomination &amp; Remuneration Committee</b>							
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	Yes	3	3	2	-	-
<b>Risk Governance &amp; Management Committee</b>							
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)
30 October 2025	-	-	-	-	-	-	-
-	22 January 2026	Yes	5	5	1	83	2
<b>Stakeholders Relationship Committee</b>							
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	Yes	3	3	1	-	-

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)
29 October 2025	-	-	-	-	-	-	-

\*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. -No.
6. Any comments/observations/advice of the Board of Directors may be mentioned here. *The previous quarter's report was submitted on 30 January 2026, after the quarterly Board Meeting held on 22 January 2026. This report, along with the previous quarter's report, will be placed before the Board of Directors at the upcoming quarterly Board Meeting scheduled for 29 April 2026 for Q4 FY26.*

#### 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 1<sup>st</sup> 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.

**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
	Mrald Limited	16-01-2026	51.00%	49.00%	100.00%

**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.	Development Commissioner, SEEPZ SEZ	SEZ units cannot sell in DTA ( Domestic Tariff Area:Domestic Business) and get the remittance in Indian Rupees. The Development Commissioner has imposed penalty of Rs 69,200/- under the provisions of Section 11(2) of the Foreign Trade (Development and Regulation) Act, 1992 as provided for in the Rule 54(2) of the SEZ Rules, 2006.	03-02-2026	The Company has carried out Domestic Tariff Area sales amounting to Rs. 6.92 crore, which constitutes a violation of Section 2(z) of the Special Economic Zones Act, 2005.	There is no impact on the financial operations of the Company. A penalty of Rs. 69,200/- was imposed on the Company for the violation during the personal hearing conducted by the Development Commissioner. The penalty has already been paid within the prescribed timelines.

## 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
2.	BSE Limited and National Stock Exchange of India Limited	Notice issued by both stock exchanges imposing a fine of Rs. 1,05,000 each for non-compliance with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements), 2015	27-02-2026	Non-compliance under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements), 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.

### 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.

## 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.

**For Mphasis Limited**

**Mayank Verma**

**Senior Vice President and Company Secretary**

Bengaluru

23 April 2026

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 31 March 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 October 2025 to 31 March 2026	(in ₹ Million)
		Balance outstanding at 31 March 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 October 2025 to 31 March 2026	(in ₹ Million)
			Balance outstanding at 31 March 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 October 2025 to 31 March 2026	(in ₹ Million)
			Balance outstanding at 31 March 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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Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Sl. No.	I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2026	Compliance status (Yes/No/NA) refer note below	
1.	Details of business	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
2.	Memorandum of Association and Articles of Association	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/mphasis-limited-moa-and-aoa.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/mphasis-limited-moa-and-aoa.pdf</a>
3.	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	<a href="https://www.mphasis.com/home/corporate/leadership.html">https://www.mphasis.com/home/corporate/leadership.html</a>
4.	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/new-folder/Proforma%20of%20Letter%20of%20Appointment%20to%20Independent%20Directors.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/new-folder/Proforma%20of%20Letter%20of%20Appointment%20to%20Independent%20Directors.pdf</a>
5.	Composition of various committees of board of directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/committee-composition.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/committee-composition.pdf</a>
6.	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Code%20of%20Conduct%20for%20Directors%20of%20Mphasis%20Limited.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Code%20of%20Conduct%20for%20Directors%20of%20Mphasis%20Limited.pdf</a>
7.	Details of establishment of vigil mechanism / Whistle BLOWER policy	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/whistleblower-policy-v-16-01-may-2023.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/whistleblower-policy-v-16-01-may-2023.pdf</a>
8.	Criteria of making payments to non-executive directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Directors%20Remuneration%20Policy.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Directors%20Remuneration%20Policy.pdf</a>
9.	Policy on dealing with related party transactions	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/mphasis-related-party-policy-2022.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/mphasis-related-party-policy-2022.pdf</a>
10.	Policy for determining 'material' subsidiaries	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/policy-on-material-subidiaries.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/policy-on-material-subidiaries.pdf</a>

Sl. No.	I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2026		
	Item	Compliance status (Yes/No/NA) refer note below	
11.	Details of familiarization programs imparted to independent directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Mphasis%20-Orientation%20to%20Directors.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Mphasis%20-Orientation%20to%20Directors.pdf</a>
12.	e-mail address for grievance redressal and other relevant details	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
13.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
14.	Financial results	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
15.	Shareholding pattern	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
16.	Details of agreements entered into with the media companies and/or their associates	NA	-
17.	(i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events. (iii) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls prior to beginning of such events.	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
18.	New name and the old name of the listed entity	NA	-
19.	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
20.	Credit rating or revision in credit rating obtained	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/intimation-of-credit-rating-october.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/intimation-of-credit-rating-october.pdf</a>
21.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
22.	Secretarial Compliance Report	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
23.	Materiality Policy as per Regulation 30(4)	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy%20for%20fair%20disclosure%20of%20UPSI.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy%20for%20fair%20disclosure%20of%20UPSI.pdf</a>

Sl. No.	I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2026		
	Item	Compliance status (Yes/No/NA) refer note below	
24.	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under Regulation 30(5)	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy-for-Fair-Disclosure-of-UPSI.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy-for-Fair-Disclosure-of-UPSI.pdf</a>
25.	Disclosures under regulation 30(8)	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
26.	Statements of deviation(s) or variation(s) as specified in Regulation 32	NA	NA
27.	Dividend Distribution policy as per Regulation 43A (1)	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Dividend%20Distribution%20Policy.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Dividend%20Distribution%20Policy.pdf</a>
28.	Annual Return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
29.	Employee Benefit Scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	<a href="https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html">https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html</a>
30.	Confirmation that the above disclosures are in a separate section as specified in regulation 46 (2)	Yes	<a href="https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html">https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html</a>
31.	Compliance with regulation 46 (3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
32.	Disclosures of notes on website in terms of Listing Regulations	NA	-

Sl. No.	II Annual Affirmations		
	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
2.	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of Board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes

Sl. No.	II Annual Affirmations	Regulation Number	Compliance status (Yes/No/NA) refer note below
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of Directorships	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18.	Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
19.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21.	Role of Nomination and Remuneration Committee	19(4)	
22.	Composition of Stakeholder Relationship Committee	20(1), (2) & (2A)	Yes
23.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24.	Role of Stakeholders Relationship Committee	20(4)	Yes
25.	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
26.	Meeting of Risk Management Committee	21(3A)	Yes
27.	Quorum of Risk Management Committee meeting	21(3B)	Yes
28.	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29.	Vigil Mechanism	22	Yes
30.	Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
31.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32.	Approval for material related party transactions	23(4)	NA
33.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36.	Alternate Director to Independent Director	25(1)	NA
37.	Maximum Tenure	25(2)	Yes
38.	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39.	Meeting of independent directors	25(3) & (4)	Yes
40.	Familiarization of independent directors	25(7)	Yes
41.	Declaration from Independent Director	25(8) & (9)	Yes
42.	Directors and Officers insurance	25(10)	Yes
43.	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44.	Memberships in Committees	26(1)	Yes
45.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47.	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
48.	Vacancies in respect Key Managerial Personnel	26A(1), 26A(2) & 26A(3)	Yes

Sl. No.	II Annual Affirmations		
	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
	<p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> <li>If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
	<p><b>III Affirmations:</b></p>		
	<p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
	<p><b>For Mphasis Limited</b>  <b>Mayank Verma</b>  <b>SVP and Company Secretary</b></p> <p>Bengaluru            23 April 2026</p>		