



20 August 2024

The Manager, Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Manager, Listing
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. c/1,
G-Block, Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sir/Madam,

Sub: Despatch of Postal Ballot Notice for seeking approval of the shareholders for appointment of Mr. Girish Paranjpe (DIN: 02172725) as an Independent Director of the Company by means of special resolution

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act read with the Companies (Management and Administration) Rule, 2014, the Postal Ballot Notice dated 16 August 2024 are being sent through electronic mode today to all the members whose names appear in the Registrar of Members/ list of Beneficial Owner as on Friday, 16 August 2024 (“Cut-off date”), seeking their approval, for appointment of Mr. Girish Paranjpe (DIN: 02172725) as an Independent Director of the Company, for a period of five consecutive years effective 1 October 2024, by means of a special resolution. The Postal Ballot Notice has been uploaded on the website of the Company as per the following details:

Postal Ballot Notice: <https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/Mphasis-Limited-Postal-Ballot-Notice-August-2024.pdf>

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), we enclose the Postal Ballot Notice being sent to the shareholders of the Company.

The following are the events in connection with the e-voting:

Particulars	Details
Cut-off date for e-voting	Friday, 16 August 2024
E-voting start date and time	Wednesday, 21 August 2024, 9:00 am (IST)
E-voting end date and time	Thursday, 19 September 2024, 5:00 pm (IST)
Link for e-voting website of NSDL	https://www.evoting.nsdl.com/

We request you to kindly take the above on record as per the Listing Regulations.

Thanking you,

Yours faithfully,

For Mphasis Limited



Subramanian Narayan
Senior Vice President and Company Secretary

Encl. as above

Contact Us:
T : +91 080 67501000
F : +91 080 66959943
E : investor.relations@mphasis.com

www.mphasis.com

Mphasis Limited
Registered Office:
Bagmane World Technology Centre,
Marathahalli Outer Ring Road, Doddanakundi Village,
Mahadevapura, Bangalore 560 048, India
CIN: L30007KA1992PLC025294

DS
SN

DS
PRK

Mphasis Limited

CIN: L30007KA1992PLC025294

Regd. Office: Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048

E-mail: investor.relations@mphasis.com; **Website:** www.mphasis.com;

Telephone: +91 80 6750 1000

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders(s),

Notice is hereby given, that pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the **MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the following special business is proposed for approval of members of the Company through postal ballot (“the **Postal Ballot**”) as a Special Resolution by way of remote e-voting (“e-voting”). Accordingly, physical copies of the notice along with the Postal Ballot Forms and the prepaid business reply envelopes are not being sent to the members.

The Board of Directors of the Company, in its meeting held on 16 August 2024, based on the recommendations of the Nomination and Remuneration Committee, have considered and recommended, to the members of the Company, appointment of Mr. Girish S Paranjpe (DIN: 02172725) as an Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013, for a period of five consecutive years effective 1 October 2024. Mr. Girish Paranjpe shall not be liable to retire by rotation.

Pursuant to provisions of the Companies Act, 2013 and Regulations 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the members for appointment of a person on the Board of Directors, as an Independent Director, within a period of three months from the date of appointment, through a Special Resolution. Accordingly, the Company is seeking your approval, through postal ballot, for the aforesaid proposal as contained in the special resolution appended below.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the aforesaid special resolution setting out material facts and reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with the Postal Ballot Notice (the “**Postal Ballot Notice**” or the “**Notice**”) for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed Mr. S. P. Nagarajan, (Membership No. 10028) (CP No. 4738) Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting.



Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedures as stated in the Notes forming part of the Notice.

The Scrutinizer will submit his report to the Chairman of the Board (“**the Chairman**”) or in his absence a person authorized by him, after completion of scrutiny of the voting in fair and transparent manner. The results of voting by postal ballot will be announced by Saturday, 21 September 2024, and displayed at the Registered Office of the Company, at Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048 and at the Corporate Office at Bagmane Laurel, Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560 093. The results of the voting will also be published in the Business Standard and Samyukta Karnataka, in which the Notice is published, within 48 hours of declaration of the results and will be placed on the website of the Company at www.mphasis.com for information of shareholders besides being communicated to stock exchanges on which the shares are listed. The date of declaration of postal ballot results will be taken to be the date of passing of resolution. The members are requested to consider and pass the resolution.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Girish S Paranjpe (DIN: 02172725), in respect of whom the Company has received a notice in writing from a member, proposing his candidature to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 1 October 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit.

By Order of the Board
For **Mphasis Limited**

Bengaluru
16 August 2024

Subramanian Narayan
Senior Vice President and Company Secretary

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), stating material facts and the reason/ rationale for proposed resolution is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose e-mail address is registered with the Company / Depository Participant(s), as on 16 August 2024 (the “**Cut-off Date**”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the mode of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the physical postal ballot form. The communication of the assent or dissent of the members would take place through the e-voting system.

3. Once the e-vote on the resolution is cast by a member, he / she shall not be allowed to change it subsequently. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on 16 August 2024, being the Cut-off Date fixed for the purpose. The e-voting commences on 21 August 2024.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Thursday, 19 September 2024. Further, resolution passed by the members through postal ballot is deemed to have been passed as if it was passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman, or any other person authorized by the Chairman, after the completion of scrutiny of the e-voting.
6. The results declared along with the report of the Scrutinizer will be placed on the website of the Company, <http://www.mphasis.com/CorporateGovernance.html> and on the website of NSDL (www.evoting.nsdl.com) after the declaration of the results by the Chairman or a person authorized by him. The results will also be immediately forwarded to the stock exchanges where the shares of the Company are listed. In addition, the results will also be displayed on the Notice Board of the Company at the registered office at Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru- 560 048 and at the corporate office at “Bagmane Laurel”, Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560093.
7. All material documents referred to in the explanatory statement will be available for inspection through electronic mode on all working days during business hours from the date of dispatch of the notice until the last date for receipt of votes by e-voting i.e. Thursday, 19 September 2024. Members may send their requests to investor.relations@mphasis.com from their registered e-mail address mentioning their name, folio numbers, DP ID and Client ID during the voting period.
8. Members holding shares in electronic mode, who have not registered their e-mail address are requested to register their e-mail addresses with their respective Depository Participant (DP).
9. Members holding shares in physical mode are requested to update their e-mail addresses with the Company’s RTA at giri@integratedindia.in.

Instructions for e-voting




VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members with the electronic voting (e-voting) facility to exercise their right to vote on resolution proposed to be passed through Postal Ballot. The instructions for e-voting are given below.
2. The remote e-voting period commences on Wednesday, 21 August 2024 at 9:00 am (IST) and ends on Thursday, 19 September 2024, at 5:00 pm (IST). During this period, members holding shares in physical form or in dematerialized form, as on Friday, 16 August 2024, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL at 5:00 pm (IST) on Thursday, 19 September 2024. Votes once cast by a member shall not be allowed to be changed subsequently.
3. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on that cut-off date i.e., Friday, 16 August 2024.
4. Any person who acquires shares and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login-ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.
5. Any queries or grievances in relation to the electronic voting may be addressed to Mr. Subramanian Narayan, Senior Vice President and Company Secretary, at the registered office of the Company or may be e-mailed to subramanian.narayan@mphasis.com.
6. **The process and manner for remote e-voting are as under:**
 - ➡ Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 - ➡ Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1 – Log-in to NSDL e-voting system by following the given below process:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. 4. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 5. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 6. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 7. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use existing Myeasi username and password. 2. After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, an option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

- Individual Shareholders (holding securities in demat mode) login through their depository participants
1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
 2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
 3. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 4886 7000 and 022 – 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911

B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical Your User ID is:

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you earlier. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the email sent to you from NSDL to your mailbox. Open the e-mail and open the attachment i.e., a .pdf file., Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) In case you have not registered your e-mail ID, please follow steps mentioned below in the [process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password.](#)

7. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com . In case you are holding shares physically, click on [Physical User Reset Password?](#)” option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system by following the given below process.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” (E-voting Event Number) in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period. EVEN for Mphasis Limited is **129746**.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@nagarajsp818.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail ids for e-voting for the resolution set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to giri@integratedindia.in for obtaining the user ID and Password for the e-voting.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to giri@integratedindia.in for obtaining the user ID and Password for the e-voting. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. Upon receipt and validation of the above documents, NSDL will send the user ID and password to the member.
5. Mr. S P Nagarajan (PCS No.4738) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
6. In terms of SEBI circular dated 9 December 2020 on e-Voting facility, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 (the "Act") and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), following Explanatory Statement sets out material facts relating to the aforesaid resolution and should be taken as forming part of this Postal Ballot Notice.

The Board of Directors of the Company in its meeting held on 16 August 2024, based on the recommendations of the Nomination and Remuneration Committee, after considering skills and expertise, considered and recommended the appointment of Mr. Girish S Paranjpe (DIN: 02172725) as an Independent Director of the Company for approval of members, in terms of Section 149 of the Act and the applicable provisions of SEBI Listing Regulations, for a period of five consecutive years effective 1 October 2024, who shall not be liable to retire by rotation.

Pursuant to Section 150 of the Act and Regulation 17(1C) and 25(2A) of SEBI Listing Regulations, the Company is required to obtain approval of the members for appointment of a person on the Board of Directors within a period of three months from the date of appointment through a special resolution. The Company has received Notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Girish Paranjpe to the office of Independent Directorship under the Act and SEBI Listing Regulations.

Mr. Girish Paranjpe is a co-promoter of Exfinity Venture Partners, a venture fund which invests in tech start-ups. He is a General Partner at Exfinity and a member of the Investment Committee. He is an Independent Director on the Board of Axis Bank Limited, CRISIL Limited, Max Life Insurance Company Limited and Modenik Lifestyle Private Limited, and is also a Director at IBS Plc. Mr. Paranjpe has over 35 years of experience in the corporate world holding various positions in companies such as Bloom Energy, Wipro and Wimco.

Mr. Paranjpe began his career in 1982 as a management consultant at what is now Deloitte. He moved to Wipro in 1990, where he became the Joint CEO of Wipro's IT business and a member of the Board of Directors in 2008. After a 21-year stint at Wipro, Mr. Girish Paranjpe joined Bloom Energy in 2011 as the Managing Director of Bloom International. He was responsible for all international operations of Bloom Energy. In 2013, he joined Axis Bank as a Director. Mr. Paranjpe has represented the IT Industry in various public forums including the Prime Minister's Task Force on Information Technology, NASSCOM, International Advisory Board of Credit Agricole and leading global business schools.

Mr. Paranjpe is a commerce graduate and fellow member of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India.

Mr. Girish S Paranjpe is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013 and the SEBI Listing Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further, he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs. In the opinion of the Board, Mr. Girish Paranjpe fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director and is eligible to be appointed as an Independent Director.

Considering Mr. Girish Paranjpe's varied experience including leaderships in the Global IT Industry for over a decade and expertise in Banking, Insurance, Capital Markets and Technology coupled with his leadership and expertise across Finance, Strategy, Risk Management and Governance, among others, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint Mr. Girish Paranjpe as an Independent Director for a period of consecutive 5 years with effect from 1 October 2024.

Copy of the letter for appointment of Mr. Girish Paranjpe setting out the terms and conditions will be available for inspection by the members electronically on all working days during business hours till the date of completion of e-voting. Members intending to inspect the document may write to investor.relations@mphasis.com.

In line with the Company's remuneration policy for Independent Directors, Mr. Girish S Paranjpe will be entitled to commission as per the remuneration matrix approved by the shareholders of the Company. The amount of such commission, taken together for all Non-Executive Directors and Independent Directors, shall not exceed 1% of the net profits of the Company in any financial year.

Interest of Directors and Key Managerial Personnel

Mr. Girish S Paranjpe and his relatives are interested in the above resolution to the extent of his appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name	Mr. Girish S Paranjpe			
DIN	02172725			
Date of first appointment at the Board	Considered and recommended for approval of the members at the Board meeting held on 16 August 2024 and the appointment is effective 1 October 2024.			
Age	66 years			
Qualification	Bachelor's in commerce and member of Institute of Chartered Accountants of India and Institute of Cost Accountants of India.			
Nature of expertise in specific functional areas	Technology Global experience/Domain experience Strategy Functional and Managerial experience Financial Governance, Risk and Compliance Leadership			
Directorship in the Boards of other Indian listed entities	1. Axis Bank Limited; and 2. CRISIL Limited			
Membership/ Chairmanship in Committees of other Indian listed entities	Sl. No.	Name of the Company	Committee	Position
	1	Axis Bank Limited	Audit Committee	Chairman
	2	Crisil Limited	Stakeholders Relationship Committee	Chairman
			Audit Committee	Member

Notes:

1. Directorships in unlisted entities, foreign companies and membership in governing councils, chambers and other bodies are not included.
2. Membership/Chairmanship in Audit Committee and Stakeholder Grievance Committees of other listed public entities is considered.
3. The above director has not resigned from Indian listed companies in the last 3 years.
4. There is no inter-se relationship amongst the Directors and Key Managerial Personnel.
5. Mr. Girish Paranjpe does not hold any shares of the Company.
6. The skills and capabilities of Mr. Girish Paranjpe has been disclosed in the explanatory statement.
7. The detailed Profile of Mr. Girish Paranjpe has been disclosed in the explanatory statement.

By Order of the Board
For **Mphasis Limited**

Bengaluru
16 August 2024

Subramanian Narayan
Senior Vice President and Company Secretary
