



8 April 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: Intimation of dispatch of Postal Ballot Notice for seeking approval of the shareholders for appointment of Mr. Sunil Gulati 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 8 April 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 Wednesday, 3 April 2024 (“Cut-off date”), seeking their approval for appointment of Mr. Sunil Gulati as an Independent Director of the Company by means of 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/postal-ballot-notice-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 equity shareholders of the Company.

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

Particulars	Details
Cut-off date for e-voting	Wednesday, 3 April 2024
E-voting start date and time	Tuesday, 9 April 2024, 9:00 am (IST)
E-voting end date and time	Wednesday, 8 May 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

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SN

DS
PRK

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

Mphasis Limited

CIN: L30007KA1992PLC025294

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

E-mail: investors.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, on 28 March 2024, subject to approval of the members, appointed Mr. Sunil Gulati (DIN: 10473127) as an additional director of the Company, in the capacity of an Independent Director, in terms of Sections 161 and 149 of the Companies Act, 2013, for a period of five consecutive years effective 1 April 2024.

Mr. Sunil Gulati shall not be liable to retire by rotation.

Pursuant to 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, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, 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 the 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 on Thursday, 9 May 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 the provisions of 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) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Gulati (DIN: 10473127), who was appointed as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013, in capacity of an Independent Director effective 1 April 2024, in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of 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 April 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
28 March 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 3 April 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 e-voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on 3 April 2024, being the Cut-off Date fixed for the purpose. The e-voting commences on Tuesday, 9 April 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. Wednesday, 8 May 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. Wednesday, 8 May 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


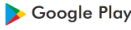


VOTING THROUGH ELECTRONIC MEANS

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 Tuesday, 9 April 2024 at 9:00 am (IST) and ends on Wednesday, 8 May 2024, at 5:00 pm (IST). During this period, members holding shares in physical form or in dematerialized form, as on Wednesday, 3 April 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 on Wednesday, 8 May 2024. Vote 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., Wednesday 3 April 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> <div style="display: flex; justify-content: center; gap: 20px;">   </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 22 55 33

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

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 **128103**.
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.
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.

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 28 March 2024, subject to approval of the members, based on the recommendations of the Nomination and Remuneration Committee, after considering skills and expertise, appointed Mr. Sunil Gulati as an additional director of the Company, in the capacity of Independent Director, in terms of Sections 161 and 149 of the Act and the applicable provisions of SEBI Listing Regulations, for a period of five consecutive years effective 1 April 2024, who shall not be liable to retire by rotation.

Pursuant to Section 161 of the Act, the Independent Director shall hold office up to the date of the ensuing Annual General Meeting. However, pursuant to 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 at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, 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. Sunil Gulati to the office of Independent Directorship under the Act and SEBI Listing Regulations.

Mr. Sunil Gulati, a native of Allahabad, India, has played an important role in the development of U.S. Soccer since early 1980's and has been intimately involved in the rise of the U.S. National Teams to prominence. Elected as U.S. Soccer President in 2006 and re-elected in 2010 and 2014, Mr. Gulati served on the FIFA Executive Committee from 2013-2021. As a highly regarded senior lecturer in the economics department at Columbia University, Mr. Gulati balances his academic work with numerous responsibilities within sport worldwide. At Columbia University, Mr. Gulati teaches principles of economics, global economics and sports economics. He served as the Columbia Economics Faculty from 1986 to 1990 before joining the World Bank through its Young Professionals Program in 1991 and serving as a country economist for the emerging country of Moldova. He rejoined the Columbia faculty on a full-time basis in 2003. At the FIFA level, Mr. Gulati has served on various committees and task forces including the Independent Governance Committee, a group which provided recommendations for governance changes within the FIFA structure. He is currently the Chairman of UEFA's Club Financial Control Body and also serves as a Director on the Board of T20 World Cup USA Inc. He is also a trustee at Bucknell University where he graduated Magna Cum Laude and Phi Beta Kappa in 1981. Mr. Sunil Gulati earned his M.A. and M. Phil. in Economics from Columbia University.

Mr. Sunil Gulati 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(2) 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. Gulati 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. Gulati's experience of over 4 decades as a reputed and global thought leader coupled with his winning mindset, diverse experience and track record of implementing transformational strategies, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint Mr. Gulati as an Independent Director for a period of consecutive five years with effect from 1 April 2024.

As per the Board diversity policy of the Company, a director including an independent director is required to possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, supply chain, administration, research, corporate governance, operations or other disciplines related to the company's business. An Independent Director shall also be considered against the guidelines, duties, roles and functions set out in the

Independent Directors Charter as per Schedule IV of the Companies Act, 2013. The Board skill matrix encompasses Technology, Global Experience / Domain Expertise, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance and Leadership. As against the defined matrix, Mr. Sunil Gulati possesses skills in strategy, functional and managerial experience, financial, governance, risk and compliance and leadership. The Board recommends the aforesaid appointment to the members by means of a special resolution.

Copy of the letter for appointment of Mr. Sunil Gulati 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 investors.relations@mphasis.com.

In line with the Company's remuneration policy for Independent Directors, Mr. Sunil Gulati 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. Sunil Gulati 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. Sunil Gulati
DIN	10473127
Date of first appointment at the Board	Appointed at the Board meeting held on 28 March 2024 effective 1 April 2024
Age	64 years
Qualification	Bachelor's Degree in Economics and Political Science from Bucknell University M.A. and M. Phil. in Economics from Columbia University
Nature of expertise in specific functional areas	Strategy, functional and managerial experience, financial, governance risk and compliance and leadership
Directorship in the Boards of other Indian listed entities	Nil
Membership/ Chairmanship in Committees of other Indian listed entities	Nil

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. The above-stated Director does not hold any shares in the Company.
6. The skills and capabilities of Mr. Sunil Gulati has been disclosed in the explanatory statement.
7. The detailed Profile of Mr. Sunil Gulati has been disclosed in the explanatory statement and is also hosted on the website of the Company at www.mphasis.com.

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

Bengaluru
28 March 2024

Subramanian Narayan
Senior Vice President and Company Secretary