



26 October 2021

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 grant of stock options and restricted stock units

We wish to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as SEBI Regulations), the ESOP Compensation Committee, of the Board of Directors vide resolutions dated 22 October 2021, passed today, have approved following grant of Stock Options (the “Options”) and Restricted Stock Units (the “RSUs”), effective 22 October 2021, to the identified employees of the Company/subsidiaries:

1. Grant of 167,854 Options under the Employee Stock Option Plan 2016 (ESOP 2016) as per the following details.
 - a) Exercise Price : Rs.3,397 per Option
 - b) Vesting Period : Vests over a period of 5 years in equal proportion.
 - c) Exercise Period : The Options are exercisable within 60 months from the respective date of vesting.
 - d) Other Terms : The shares arising out of the exercise of the Options are proposed to be allotted and the Plan will be administered through Mphasis Employees Equity Reward Trust.

The Options granted are governed as per ESOP 2016 Plan, which was submitted with the exchanges at the time of obtaining the in-principle approval and each of the Option entitles the holder to apply for one equity share of the Company of Rs.10/- each.

2. Grant of 211,296 RSUs under Restricted Stock Units Plan 2021 (RSU Plan 2021) as per the following details.
 - a) Exercise Price : Rs.10 per RSU
 - b) Vesting Period : The RSUs vest over a period of 5 years from the date of grant in the proportion of 10:10:20:30:30.
 - c) Exercise Period :
 - The Plan provides for Automatic Exercise, wherein the shares arising out of vested units shall be settled by the Mphasis Employees Benefit Trust to the employees upon vesting.
 - RSU Grantees, being employees in USA subject to the provisions of the US Internal Revenue Code are subject to Automatic Exercise as per RSU Plan 2021. RSU Grantees (except the employees who are subject to the provisions of U.S.Internal Revenue Code) have an option to elect either for an Automatic Exercise or an exercise by way of exercise notice, as provided in the RSU Plan 2021.
 - RSU Grantees who have not opted for Automatic Exercise, the exercise period is 60 calendar months from the respective dates of vesting.
 - d) Other Terms : The shares arising out of the exercise of RSUs are proposed to be allotted and the Plan will be administered through Mphasis Employees Benefit Trust and the settlement of the vested units will be on a cashless basis.



The RSUs granted are governed as per RSU Plan 2021, which was submitted with the exchanges at the time of obtaining the in-principle approval and each of the RSUs entitles the holder for one equity share of the Company of Rs.10/- each.

We request you to kindly take the above on record as per the provisions of the Listing and SEBI Regulations.

Thanking you,

Yours faithfully,

For Mphasis Limited

DocuSigned by:
subramanian.narayan
864FB8DBFAE44A7...



Subramanian Narayan
Senior Vice President and Company Secretary

DS
kk