



14 May 2020

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 Sirs,

**Sub: Intimation of amendments to the Employee Stock Option Plan 2016 (ESOP 2016)**

We wish to inform you that the Board of Directors of the Company, at their meeting held on 13 May 2020, considering the talent retention measures, to enable the employees to further align with the long term interests of the Company and considering the capital market downtrend in the recent past in wake of COVID-19, had approved extending the exercise period for exercise of stock options under Employee Stock Option Plan 2016 (ESOP 2016) to sixty months from thirty-six months. Further, Considering employee friendly measures and as a gesture of gratitude to the retiring employees, the Board had approved amendments to the ESOP 2016 to allow acceleration of the unvested stock options as at the date of retirement, if the same is approved by the ESOP Compensation Committee.

The above amendments are based on the recommendation of the Nomination and Remuneration Committee and ESOP Compensation Committee. The relevant amendments to ESOP 2016 Plan will be placed for approval of the shareholders at the ensuing Annual General Meeting as required under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and will be subject to the relevant approval of the stock exchanges.

The beneficiaries of the above amendments will be the existing stock option grantees and prospective stock option grantees, being the employees of the Company and its subsidiaries.

We request you to kindly take the above on record as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Thanking you,  
For Mphasis Limited

DocuSigned by:

*Subramanian Narayan*

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Subramanian Narayan

Vice President and Company Secretary



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**Mphasis Limited**

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CIN: L30007KA1992PLC025294