

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the thirty first Annual General Meeting of the members of Mphasis Limited will be held on Thursday, the 21 July 2022 at 9:00 am (IST) through Video Conferencing ("VC") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the consolidated and standalone financial statements of the Company comprising of audited balance sheet as at 31 March 2022, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.
2. To declare a final dividend on equity shares.
3. To appoint a director in place of Mr. Amit Dalmia (DIN: 05313886) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. David Lawrence Johnson (DIN: 07593637) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kabir Mathur (DIN: 08635072), 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 a Director of the Company, whose period of office shall be liable to retirement by rotation.

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pankaj Sood (DIN: 05185378), 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 a Director of the Company, whose period of office shall be liable to retirement by rotation.

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Courtney della Cava (DIN: 09380419), in respect of whom the Company has received a notice in writing from a member proposing her candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation.

8. 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 the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Maureen Anne Erasmus (DIN : 09419036), 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 20 December 2021, holding office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member proposing her 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 20 December 2021.

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

Bengaluru
 28 April 2022

SUBRAMANIAN NARAYAN
 SVP and Company Secretary

Registered Office:

Bagmane World Technology Center, Marathahalli Outer Ring Road,
 Doddanakhundi Village, Mahadevapura, Bengaluru 560048;
 CIN: L30007KA1992PLC025294; Telephone: 080 - 6750 1000;
 Website: www.mphasis.com; e-mail: investor.relations@mphasis.com

NOTICE OF THE ANNUAL GENERAL MEETING

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY ICSI:

Name	Mr. Amit Dalmia	Mr. David Lawrence Johnson	Mr. Kabir Mathur	Mr. Pankaj Sood	Ms. Courtney della Cava	Ms. Maureen Anne Erasmus
DIN	05313886	07593637	08635072	05185378	09380419	09419036
Date of first appointment at the Board	1 Sep 2016	1 Sep 2016	20 Dec 2021	20 Dec 2021	20 Dec 2021	20 Dec 2021
Date of Birth	30 Oct 1975	27 Nov 1953	16 Feb 1979	11 July 1975	31 Dec 1969	05 June 1960
Qualification	B. Com, CA, CS and CWA	B.A. and MBA	Bsc (Hons), Graduate in Economics and a degree in Political Science	BE and MBA	B.A. and MBA	Graduate in Commerce
Nature of expertise in specific functional areas	Technology, Global Experience / Domain Experience, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance, Leadership.	Technology, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance, Leadership.	Global Experience / Domain Experience, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance, Leadership.	Global Experience / Domain Experience, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance, Leadership.	Global Experience / Domain Experience, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance, Leadership.	Global Experience / Domain Experience, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance, Leadership.
Directorship in the Boards of other Indian listed entities	Refer below	Nil	Nil	Nil	Nil	Nil
Membership/ Chairmanship in Committees of other Indian listed entities	Refer below	Nil	Nil	Nil	Nil	Nil

Name of the Director	Other Directorship in Indian Public Companies	Membership/ Chairmanship
Mr. Amit Dalmia	SH Kelkar and Company Limited	Member of Audit Committee Member of Nomination and Remuneration Committee

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 directors have 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 Directors do not hold any shares of the Company.
6. The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2022.
7. The skills and capabilities of the Ms. Maureen Anne Erasmus has been disclosed in the explanatory statement.
8. The detailed profile of Directors are disclosed in the Annual Report 2022 and are also hosted on the website of the Company at www.mphasis.com.

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circulars dated 5 May 2022 read with circulars dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021 and 8 December 2021 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") through VC. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 31st AGM of the Company is being held through Video Conferencing (VC).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE MCA CIRCULARS, PROVISION FOR APPOINTMENT OF PROXIES BY THE MEMBERS ARE NOT AVAILABLE FOR THE AGM HELD THROUGH VC. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXY FOR THIS AGM HAS NOT BEEN PROVIDED TO THE MEMBERS AND THE PROXY FORM IS NOT ANNEXED TO THIS NOTICE.
3. Members attending the AGM through VC shall only be counted for the purpose of quorum under Section 103 of the Act and the attendance of the members shall be reckoned accordingly. No separate attendance form is being enclosed with the notice.
4. The place of the AGM for the statutory purposes shall be the registered office of the Company.
5. In compliance with the aforesaid MCA Circulars and the SEBI Circular dated 13 May 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's Website www.mphasis.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the certificate from the secretarial auditor under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by members during the AGM.
7. The Institutional and Corporate Investors (i.e. other than individuals, HUF, NRI, etc.) are encouraged to attend the AGM through VC by sending a scanned copy (PDF / JPG Format) of its Board / Governing body resolution / Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said resolution / authorization may be sent to the Scrutinizer by email to cs@nagarajsp818.com with a copy marked to evoting@nsdl.co.in and 31.agm@mphasis.com
8. Members proposing to seek information/clarification with regard to the financial accounts or any matter being placed at the AGM, are requested to write in advance to the Company on or before Friday, 15 July 2022 through email at 31.agm@mphasis.com. The same will be replied by the Company suitably at the Annual General Meeting.
9. The members present at the AGM who have not cast their votes by availing the remote e-voting facility may cast their votes through e-voting during the AGM.
10. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the results of the voting forthwith.
11. The results declared along with the report of the Scrutinizer will be placed on the website of the Company, <https://www.mphasis.com/home/corporate/investors.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 and the corporate office at "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560093.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 7 July 2022 to Thursday, 21 July 2022 (both days inclusive).
13. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31 March 2022, if approved at the Annual General Meeting, be payable, electronically:
 - a. to those members holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Tuesday, 5 July 2022, after giving effect to all valid transmission and other requests in physical form lodged with the Company and/or its Registrar and Share Transfer Agent on or before Tuesday, 5 July 2022; and

NOTICE OF THE ANNUAL GENERAL MEETING

- b. in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose at the close of business hours on Tuesday, 5 July 2022.
14. Members who have not registered their bank mandate details for receipt of dividend electronically or wish to change their bank mandates may update the said details at <https://www.integratedindia.in/mph.aspx>. In addition, members holding shares in the demat form are also requested to contact their Depository Participant and register the bank mandate details for electronic payment of dividend.
15. Members are requested to note that the payment of dividend to the shareholders who have not opted for electronic mode or to whom the said dividend is required to be paid through issuance of Dividend Warrants/Demand Drafts (DDs) including the NEFT/RTGS/NACH/NECS return cases, could be delayed if the postal services/courier services in the Country are affected due to resurge, if any, of the pandemic. In such an event, in terms of MCA Circulars, the Company shall dispatch the dividend warrants/demand drafts through post or other permitted dispatch means, upon normalization of postal or other permitted dispatch services. Members may also note that the Company is fully committed to make its best efforts to dispatch the Dividend Warrants/DDs to the aforesaid shareholders promptly once normalcy returns and the dispatch services in the Country are resumed.
16. As per the Income Tax Act, 1961 ("Income Tax Act"), as amended by the Finance Act, 2020, dividend distribution tax has been abolished with effect from 1 April 2020. Accordingly, dividend income is taxable in the hands of the members. The Company shall therefore deduct tax at source at the time of making the payment of dividend at the prescribed rates. The members are requested to note that the Tax Deducted at Source ("TDS") rate varies for each person, based on their residential status and entity type:

The applicable TDS and the relevant documents required by the Company to determine the same are as follows.

A. Resident shareholders

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, as follows–

Shareholders having valid Permanent Account Number (PAN)	10% or as notified by the Government of India.
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India as per section 206AA of the Income Tax Act.
Shareholders who have not furnished Income Tax Returns for the financial year ("FY") 2020-21 (AY 2021-22) within the timelines prescribed under section 139(1) of the Income Tax Act and aggregate of tax deducted at source is ₹ 50,000 or more in FY 2020-21.	Higher rate of tax as notified by the Government of India as per section 206AB of the Income Tax Act.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during Financial Year ("FY") 2022-23 does not exceed ₹ 5,000 in aggregate across all holdings in the Company.

If the shareholders wish to avail a lower TDS rate / Nil TDS rate on the dividend, the following documents may be uploaded on <https://www.integratedindia.in/ExemptionFormSubmission.aspx> on or before 10 July 2022 before 5:00 pm (IST).

- Lower/Nil withholding certificate issued under section 197 of the Income Tax Act covering FY 2022-23;
- Form 15G, which is applicable to resident individual shareholders who are below 60 years of age or a person (other than company or firm) and whose tax on total income during FY 2022-23 is estimated to be Nil.
- Form 15H, which is applicable to resident individual shareholders who are 60 years of age and above during the FY 2022-23 and whose tax on total income during FY 2022-23 is estimated to be Nil.

No communication/documents on the tax determination/ deduction shall be considered by the Company after 10 July 2022 and the TDS basis the information / documents available with the Company, would be considered.

B. Non-resident shareholders

For Non-resident Shareholders (excluding FPIs / FIIs), taxes are required to be withheld in accordance with the provisions of Section 195 of the Act at the rates in force i.e., 20% (plus applicable surcharge and cess). Further, for FPIs / FIIs, taxes are required to be withheld in accordance with the provisions of section 196D of the Income Tax Act at the rate of 20% (plus applicable surcharge and cess).

If the non-resident shareholders wish to avail a lower TDS rate/Nil TDS rate on the dividend, lower/Nil withholding certificate issued under Section 197 of the Income Tax Act covering FY 2022-23 may be uploaded on <https://www.integratedindia.in/ExemptionFormSubmission.aspx> on or before 10 July 2022 before 5:00 pm (IST).

NOTICE OF THE ANNUAL GENERAL MEETING

Non-resident shareholders (including FPIs / FIIs) have the option of being governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and their country of tax residence, if the provisions of the DTAA are more beneficial to them. For this purpose, i.e., in order to avail the benefits under the DTAA, non-resident shareholders (including FPIs / FIIs) will have to provide the following:

- Copy of the PAN Card allotted by the Indian Income Tax Authorities duly attested by the shareholder.
- Copy of Tax Residency Certificate (TRC) for FY 2022-23, obtained from the revenue authorities of the country of tax residence, duly attested by shareholder.
- Self-declaration in Form 10F for FY 2022-23.
- Declaration to establish the genuineness of applicability of treaty provisions including provisions of General Anti-Avoidance Rules and Multilateral Instruments.
- In case of foreign company / entity, self-declaration that you do not have a permanent establishment in India, nor do you have a place of effective management in India for FY 2022-23.

The above referred non-resident shareholders may upload the aforementioned documents on <https://www.integratedindia.in/ExemptionFormSubmission.aspx> on or before 10 July 2022, 5:00 pm (IST). Thereafter, no communication/documents on the tax determination/ deduction shall be considered by the Company and the withholding tax as appropriate, basis information / documents available with the Company, would be considered.

The non-resident shareholders (including FPIs / FIIs) may note that:

- a) The above documents would be considered only if they are found to be in order in accordance with the provisions of the Income Tax Act.
- b) In case of shares held in the Company in multiple accounts with different status and/or category under a single PAN, the higher rate of tax, as applicable, would be considered on the entire holding in different accounts.
- c) Members are advised to verify the correctness of the PAN and update the same with your Depository Participant (if you hold shares in dematerialized mode) or the Registrar and Share Transfer Agent (if you hold shares in physical mode), at the earliest.

The members may note that no claim shall lie against the Company for TDS/withholding taxes deducted from the dividend paid.

The shareholders are advised to refer www.mphasis.com to note the detailed requirements, based on the category of each shareholder, including the prescribed format of declaration and documents, to be furnished to avail nil TDS/withholding tax.

The Company will arrange to email a soft copy of the TDS certificate to your registered email ID post payment of the dividend. The members may also view the credit of TDS/withholding tax in Form 26AS, which can be downloaded from your e-filing account at <https://www.incometaxindiaefiling.gov.in/>.

17. Shareholders who hold securities either in Pool, Collateral or Securities Unpaid Account on behalf of beneficial holders are advised to furnish a declaration regarding the beneficial ownership to the Company or to the Registrar and Share Transfer Agent, viz., Integrated Registry Management Services Private Ltd, Unit-Mphasis Limited on or before closing hours of 10 July 2022 to avoid deduction of TDS in their name instead of the beneficial owners. Declaration made after 10 July 2022 will strictly not be accepted. TDS once deducted by the Company will not be revised by the Company subsequently.
18. In case of joint holders, Members whose name appear as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
19. Pursuant to Section 124 of the Companies Act, 2013 read with the Investor Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the dividends remaining unclaimed/unpaid for seven years is required to be transferred to Investor Education and Protection Fund. Accordingly, the unclaimed and unpaid final dividend for the year 2014-15, is liable to be transferred to the Investor Education and Protection Fund in October 2022. Shareholders who are yet to claim the said unclaimed dividend, are requested to submit their claims to the Registrar and Share Transfer Agent, viz., Integrated Registry Management Services Private Ltd, Unit-Mphasis Limited. The details of shareholders in respect of whom the dividend has remained unclaimed have been uploaded on the website of the Company at www.mphasis.com under the Investor Section.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which the dividend remains unclaimed for seven consecutive years is required to be transferred to Investor Education and Protection Fund (IEPF). Accordingly, as at the date of the notice there are 10,898 shares held by 61 shareholders, which are liable to be transferred to IEPF Authority in October 2022.

NOTICE OF THE ANNUAL GENERAL MEETING

The Company has uploaded the details of shareholders whose shares are required to be transferred to IEPF Authority on the website of the Company at <https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/new-folder/shareholders-whose-dividend-remains-unpaid-for-seven-consecutive-years-as-at-25-may-2022.pdf>

20. The following are the details of transactions in the unclaimed suspense account, maintained by the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Unclaimed shares outstanding as at 1 April 2021	Unclaimed shares debited from the account during the period	Closing balance of shares as at 31 March 2022
3,000	Nil	3,000

21. Members are requested to notify any change in their address to the Company / Depository Participant as the case may be.

22. The shareholders are requested to communicate all their correspondence to:

Senior Vice President and Company Secretary, Mphasis Limited, Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru - 560 048. e-mail: subramanian.narayan@mphasis.com
Ph: +91 (080) 67504613.

OR

Integrated Registry Management Services Private Ltd. Unit: Mphasis Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003. e-mail: giri@integratedindia.in Ph: +91 (080) 23460815 - 818.

23. Since the AGM will be held through VC in accordance with the MCA Circulars, the route map is not attached to this Notice.

VOTING THROUGH ELECTRONIC MEANS

- In compliance with provisions of Section 108 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members an electronic voting (e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the thirty first Annual General Meeting (AGM). The instructions for e-voting are given hereinbelow.
- The remote e-voting period commences on Saturday, 16 July 2022 at 9:00 AM and ends on Wednesday, 20 July 2022 at 5.00 PM. During this period, members of the Company, holding shares in physical form or in dematerialized form, as on Thursday, 14 July 2022, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL after 5:00 PM on 20 July 2022. Vote once cast by a member shall not be allowed to be changed subsequently. Members, who will be present in the AGM through VC facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC but shall not be entitled to cast their vote again during the AGM.
- 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., Thursday, 14 July 2022.
- 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.

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.

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

NOTICE OF THE ANNUAL GENERAL MEETING

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

A) Login method for e-Voting and joining virtual meeting 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"> 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. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section. 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 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 or joining virtual meeting and voting during the meeting. <p>If you are not registered, for NSDL IDEAS facility, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or https://web.cdslindia.com/easieasiest/EasiEasiestSL.aspx After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.



NOTICE OF THE ANNUAL GENERAL MEETING

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 or joining virtual meeting and voting during the meeting or click on **“VC or OAVM” link placed under “Join General Meeting”** to join the meeting.

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

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

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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 email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 process for those shareholders whose email ids are not registered.

NOTICE OF THE ANNUAL GENERAL MEETING

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.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
8. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
9. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
10. Now, you will have to click on “Login” button.
11. After you click on the “Login” button, Home page of e-Voting will open.

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

1. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
2. Now you are ready for e-Voting as the voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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/JPG 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.co.in and 31.agm@mphasis.com
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 on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Asst. Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of e-mail ids for e-voting for the resolutions 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 31.agm@mphasis.com 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 31.agm@mphasis.com 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 and remote e-voting process in a fair and transparent manner.

NOTICE OF THE ANNUAL GENERAL MEETING

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC ARE AS UNDER



Members will be able to attend the AGM through VC by using their remote e-voting login credentials and selecting the EVEN for Company's AGM (<https://www.evoting.nsdl.com/>). Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.



Facility of joining the AGM through VC shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come and first served basis. Members are requested to join the meeting in advance of time of commencement of meeting.



Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending their request to 31.agm@mphasis.com from their registered e-mail ID by 16 July 2022, 5:00 pm (IST). The speaker shareholders are requested to quote their DP-ID and Client-ID (in case of shares held in dematerialised form) or folio number (in case of shares held in physical form), PAN and mobile number in the request being sent through e-mail.

Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



Members are encouraged to join the Meeting through laptops for better experience.



Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting. Ensure that the camera is properly positioned and focused at your eye level.



Members may note that Participants Connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspots may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.



Even though there are no formal dress code for the shareholders, to the extent that shareholders will appear on VC, it is recommended that they be dressed in an attire appropriate for an in-person shareholders meeting or business casual attire as a minimum standard.

System requirements for better VC experience



Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more

Minimum Supported Browser Versions:



Desktop:

- CPU: Quad-Core Processor or Better
- RAM: 4 Gigabytes
- Chrome 65 or later on PC or Mac
- Firefox 52 or later on PC or Mac
- Safari 11 or later for Web Only Conferences
- Safari 12.2 or later for Mixed Conferences at VP8 CIF
- Internet Explorer – Not Supported
- Chrome 65 on Android
- Firefox 52 on Android
- Safari 11 or later for Web Only Conferences
- Safari 12.0 and 12.1 for mixed Conferences at H.264
- Safari 12.2 for mixed Conferences at VP8 CIF
- Internet Explorer – Not Supported



Mobile:

- Chrome 65 on Android
- Firefox 52 on Android
- Safari 11 or later for Web Only Conferences
- Safari 12.0 and 12.1 for mixed Conferences at H.264
- Safari 12.2 for mixed Conferences at VP8 CIF
- Internet Explorer – Not Supported



Helpline numbers: 1800-222-990 and 1800 22 44 30

Contact details of the NSDL official:

Ms. Sarita Mote, Assistant Manager,
National Securities Depository Limited,

4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India.

Email Id: saritam@nsdl.co.in; NSDL Contact Number: +91-22- 24994890

NOTICE OF THE ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item Nos.5 to 7:

Mr. Kabir Mathur (DIN: 08635072), Mr. Pankaj Sood (DIN: 05185378) and Ms. Courtney della Cava (DIN: 09380419) were appointed as additional directors on the Board of the Company on 20 December 2021. In terms of Section 161 of the Companies Act, 2013, the additional directors hold office till the ensuing Annual General Meeting. The Company has received Notices from members under Section 160 of the Companies Act, 2013, proposing the candidatures of the aforesaid persons to the office of directorship. Necessary resolutions seeking approval of the members for their appointment are placed by means of ordinary resolutions.

Mr. Kabir Mathur is Head of Asia Pacific within the Private Equities Department of the Abu Dhabi Investment Authority (ADIA). He is responsible for leading all aspects of ADIA's private equity activities in the Asia Pacific region and is a member of the Private Equity Executive Committee. Prior to joining ADIA in 2018, Mr. Kabir Mathur worked at Kohlberg Kravis Roberts & Co (KKR) where he was responsible for sourcing, executing and managing private equity investments in Asia. Mr. Kabir Mathur joined KKR in 2008, having previously worked at TPG Capital, also in their Asian private equity business. Mr. Kabir Mathur began his career in the Investment Banking division of Citigroup/Salomon Smith Barney. Mr. Kabir Mathur graduated from the London School of Economics and Political Science with a BSc (Hons.) in Economics.

Mr. Pankaj Sood heads the Private Equity (Direct Investments) business of GIC Singapore ("GIC") in India and Africa. He joined GIC in 2010 and is based out of Mumbai office. He currently serves as Non-executive Director of Bandhan Financial Holdings Limited and Bandhan Financial Services Limited. He has over 23 years of experience in private equity and M&A transactions in India. Prior to GIC, Mr. Pankaj Sood was an investment banker in India in Kotak Investment Bank, Ernst & Young and SBI Capital Markets. Mr. Pankaj Sood is a post-graduate from Indian Institute of Management Calcutta (1999) and has a bachelor's degree in Chemical Engineering from Indian Institute of Technology Kharagpur (1996).

Ms. Courtney della Cava is a Senior Managing Director and Global Head of Portfolio Talent & Leadership. Before joining Blackstone in 2021, she served as a Partner at Bain & Company in its Leadership and Talent/Organization practice. With 20 years of global management consulting experience at Bain & Company across multiple sectors and geographies, Ms. Courtney della Cava most recently advised corporate and private equity clients on CEO succession, CEO and board effectiveness and broader organizational talent strategies and solutions, and she also built and led several of the firm's global human capital teams and capabilities. She also served as a Partner and Managing Director for Russell Reynolds Associates, a global executive search and talent assessment firm, and European Marketing Director for M&M Mars. Earlier, she held product and marketing roles with Toyota/Lexus and began her career at WPP/Hill and Knowlton. Ms. Courtney della Cava earned an MBA from The Wharton School of the University of Pennsylvania and graduated from The University of California, Los Angeles, with a B.A. in Economics.

The qualification, areas of expertise and other details of the above directors are detailed in the Notice of the meeting besides brief profiles being available in the Annual Report 2022 and on the website of the Company at www.mphasis.com. The details of attendance of the above directors at the board meetings are detailed in the Annual Report 2022. No remuneration is paid to the aforesaid directors. The above directors do not hold any shares in the Company.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors, after considering their skills and expertise, recommends the appointment of Mr. Kabir Mathur, Mr. Pankaj Sood and Ms. Courtney della Cava for approval of the members by means of ordinary resolutions. As the approval of members is required to be obtained following the appointment, the Board has considered these items as unavoidable in terms of general circular issued by Ministry of Corporate Affairs (MCA) dated 5 May 2020.

Mr. Kabir Mathur, Mr. Pankaj Sood and Ms. Courtney della Cava are interested in the above resolution to the extent of their appointment. None of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

Item No.8:

The Board of Directors of the Company, on 20 December 2021, subject to approval of the members of the Company, appointed Ms. Maureen Anne Erasmus as an additional director of the Company, in the capacity of Independent Director, in terms of Sections 161 and 149 of the Companies Act, 2013, for a period of five consecutive years effective 20 December 2021, who shall not be liable to retire by rotation.

Pursuant to the Section 161 of the Companies Act, 2013, the Independent Director shall hold office up to the date of the ensuing Annual General Meeting. However, the Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Ms. Maureen Anne Erasmus for the office of Independent Director of the Company, to be appointed as such under Sections 149 and 152 of the Companies Act, 2013.

NOTICE OF THE ANNUAL GENERAL MEETING

Ms. Maureen Anne Erasmus has extensive experience in financial services including capital markets and banking having worked across developed and emerging markets for more than 35 years. Until 2017, she was a partner at Bain and Company Inc. (London), where she led major assignments across Europe, Middle East and Africa on corporate and investment banking turnaround strategies. Prior to this, she held senior executive roles at Merrill Lynch in London and New York. Ms. Maureen Anne Erasmus was also a non-executive Director of Standard Bank Group and Standard Bank South Africa boards. Currently, Ms. Maureen Anne Erasmus is a non-executive director on three other corporate boards, namely Credit Suisse, UK (Chair), Mizuho International (Senior Independent Director) and Vanguard, UK, (Chair of Risk & Compliance and Remuneration). She also serves on two not-for-profit boards, specifically as a non-executive director on the board of PSI Global Healthcare, USA and she is also member of Global Advisory Board of African Leadership Institute. Ms. Maureen Anne Erasmus is a graduate of the University of Cape Town. The qualification, areas of expertise and other details of Ms. Erasmus is detailed in the Notice of the meeting besides brief profile being available in the Annual Report 2022 and the website of the Company at www.mphasis.com.

Ms. Maureen Anne Erasmus is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has also received declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013. In the opinion of the Board, Ms. Maureen Anne Erasmus fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director. The details of remuneration paid to Ms. Maureen Anne Erasmus for the year ended 31 March 2022 are detailed in the Corporate Governance Report forming part of Annual Report 2022.

Considering Ms. Maureen Anne Erasmus experience of over 35 years as a reputed and internationally experienced leader from the financial services industry coupled with her track record of implementing turnaround strategies, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint Ms. Maureen Anne Erasmus as an Independent Director for a period of five years with effect from 20 December 2021 to 19 December 2026.

As per the Board diversity policy of the Company, a director including an independent director shall be 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 to 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, Ms. Erasmus possess skills in Global experience / Domain expertise, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance and Leadership. As the approval of members is required to be obtained following the appointment, the Board has considered this item as unavoidable in terms of general circular issued by Ministry of Corporate Affairs (MCA) dated 5 May 2020.

Copy of the letter for appointment of Ms. Maureen Anne Erasmus setting out the terms and conditions will be available for inspection by the members electronically through "share screen" mode on all working days during business hours till the date of this Annual General Meeting and the same shall also be available for inspection of the members electronically during the Annual General Meeting. Members intending to inspect the document may write to 31.agm@mphasis.com. The Nomination and Remuneration Committee and the Board recommends the appointment by means of a special resolution.

Interest of Directors and Key Managerial Personnel:

The Independent Director, Ms. Maureen Anne Erasmus, is interested in the above resolution to the extent of her appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

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

Bengaluru
28 April 2022

SUBRAMANIAN NARAYAN
SVP and Company Secretary

Registered Office:
Bagmane World Technology Center, Marathahalli Outer Ring Road,
Doddanakhundi Village, Mahadevapura, Bengaluru 560048;
CIN: L30007KA1992PLC025294; Telephone: 080 - 6750 1000;
Website: www.mphasis.com; e-mail: investor.relations@mphasis.com