



27 May 2019

Mr. Davinder Singh Brar
C/O GVK Biosciences Private Limited
307-309, Third Floor, BPTP Park Centra (Opp.32nd Milestone)
Sector-30, Village Silokra, Gurgaon,
Haryana – 122001

Sub : Amendment to your letter of re-appointment as an Independent Director of the Company dated 30 July 2014

Dear Mr. Brar,

We are pleased to inform that, the Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee, pursuant to Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, have approved the following amendments to your letter of re-appointment, as an Independent Director of the Company, dated 30 July 2014 :

Clause 1(a) regarding the term of office is amended as follows:

Your term of office expires on 30 September 2019 and you shall be eligible for re-appointment as an Independent Director for another term of 5 years upon approval of the members by means of a special resolution. Thereafter, you shall cease to be a director of the Company, unless appointed as a non-executive director. You shall be eligible for being appointed as an Independent Director as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All other terms of the original letter of re-appointment dated 30 July 2014 remains unaltered.

Please note that as required by the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this letter shall be hosted on the website of the Company at www.mphasis.com and shall also be filed with the stock exchanges as per the requirements of the law.

Thanking You

Yours faithfully
For **Mphasis Limited**

Jan Kathleen Hier
Chairperson – Nomination and Remuneration Committee



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Mphasis Limited

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