



May 4, 2026

The Manager, Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001

The Manager, Listing  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1,  
G-Block, Bandra-Kurla Complex,  
MUMBAI – 400 051

Scrip Code: 526299

Scrip Symbol: MPHASIS

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2026**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, we enclose the Annual Secretarial Compliance Report of the Company, for the financial year ended March 31, 2026, certified by Mr. S P Nagarajan, Practicing Company Secretary.

The above information will also be available on the website of the Company at [www.mphasis.com](http://www.mphasis.com)

This is for your information and records.

Thanking you,  
For Mphasis Limited



**Mayank Verma**  
Senior Vice President and Company Secretary  
Membership No.: ACS 18776

Encl: As above

Initial

MV

Initial

BG

Initial

SBK

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[www.mphasis.com](http://www.mphasis.com)

**Mphasis Limited**

Registered Office:

Bagmane World Technology Centre,  
Marathahalli Outer Ring Road, Doddanakundi Village,  
Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLC025294

**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary in Whole time Practice

S-818, Eighth Floor,  
South Block - Manipal Centre,  
47, Dickenson Road,  
Bangalore - 560 042  
Telefax: 080- 41136320, 41141544  
Mobile: 98453 84585  
Email: [cs@nagarajsp818.com](mailto:cs@nagarajsp818.com)

**SECRETARIAL COMPLIANCE REPORT OF MPHISIS LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
**MPHISIS LIMITED**  
Bagmane World Technology Centre,  
Marathahalli Outer Ring Road,  
Doddanakundi Village, Mahadevapura,  
Bangalore-560048

CIN of Company: L30007KA1992PLC025294  
Authorised Capital: Rs. 245,00,00,000/-

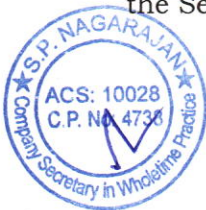
I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31<sup>st</sup> March 2026 for **MPHISIS LIMITED** (CIN L30007KA1992PLC025294) ("the listed entity"). The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

I have examined:

- (a) All the documents and records made available to me and explanations provided by Mphasis Limited (the listed entity)
- (b) the filings/ submissions made by the listed Entity to the stock exchanges,
- (c) website of the listed Entity, [www.mphasis.com](http://www.mphasis.com)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report

for the financial year ended 31<sup>st</sup> March 2026 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, were not applicable as there was no reportable event during the financial year under reviews;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 were not applicable as there was no reportable event during the financial year under review;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 read with amended regulation 2025 were not applicable as there was no reportable event during the financial year under review;
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations.
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 were not applicable as the company is not registered as Registrar to Issue and Share transfer Agent during the financial year under review.



j) Other Regulations as applicable

and circulars/guidelines issued thereunder:

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

**Annexure- A**

Sl. No.	Compliance Requirement (Regulations / circulars/ guidelines including Specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	17(1)(b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:	Regulation 17(1) (b) of SEBI Listing Regulations.	Regulation 17(1)(b) of SEBI Listing Regulations	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Penal Actions for Non-Compliance	Non compliance with <b>Regulation 17(1)(b)</b>	Rs.1,23,900 (inclusive of taxes)	The Stock Exchanges issued Notices regarding alleged non-compliance with Regulation 17(1) of the SEBI Listing Regulations and imposed penalty as no regular Chairperson was appointed from 11 December 2025 to 6th January 2026.  The Company has submitted waiver application to the Stock Exchanges, replay is awaited.	Ms. Jan Kathleen Hier who served as Independent Director and Chairperson of the Board, completed her Tenure on December 10, 2025. To Ensure compliance with Regulation 17(1E), the company promptly appointed Punit Sood as Additional Director (Non-Executive Director) effective December 11, 2025, thereby filling the vacancy within the prescribed framework. Upon completion of the Tenure of Ms. Jan Kathleen Hier, Mr. Girish Paranjpe Non-Executive Independent Director was appointed as Chairperson of the Board wef 7 <sup>th</sup> Jan 2026. As the company always elects a regular Non-Executive Chairperson, the company continuously maintained compliance	-

Sl. No.	Compliance Requirement (Regulations / circulars/ guidelines including Specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
									ensuring that 4 out of 12 Directors were Independent Directors throughout the relevant period (ie. December 11, 2025 to 6 <sup>th</sup> January 2026). In view of the above the company requested for waiver of fine levied by Stock Exchanges.  Further, the SEBI Listing Regulations does not prescribe any timeline for appointment of a chairperson.	-

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issues thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken Eg. Fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)	Non-compliance with Regulation 17(1)(b) w.r.t. the composition of the Board of Directors	Imposition of fine Rs. 1,23,900/- inclusive of taxes, by NSE and BSE	The Company has submitted waiver application to the Stock Exchanges, reply is awaited.



**S.P. NAGARAJAN**  
Company Secretary

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d) The listed entity has taken the following actions in compliance with the observations made in previous reports – **Not Applicable**

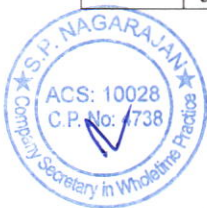
Sl. No	Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended ..... (The years are to be mentioned)	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standard</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) and notified by the Central Government under Section 118(10) of the Companies Act 2013 and mandatorily applicable	Yes	None



2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website</li> </ul>	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the listed entity is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	None



5.	<p><u>Details related to Subsidiaries of the listed entities have been examined wrt.</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	None
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal/archival of records is carried out as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations</p>	Yes	None



8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	None  No Reportable Event during the period under review
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	None.
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No, Actions(s) taken against the listed entity / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p>	Yes (Subject to deviation mentioned in Annexure A above in the Report)	During the year under review, the Stock Exchanges issued Notices regarding alleged non-compliance with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has submitted waiver application to the Stock Exchanges, reply is awaited.



**S.P. NAGARAJAN**  
Company Secretary

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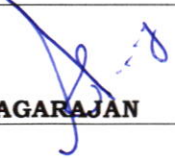
	The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not applicable	There were no such instances during the period under review
13.	<u>Additional Non-compliances, if any:</u>  No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

I further, report that the listed entity is in compliance/ ~~not in compliance~~ with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.



**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion
3. I have verified the correctness and appropriateness of financial records and Books of Accounts of the company on test check basis to the extent applicable for Secretarial Audit.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

<b>Place: Bangalore</b>	<b>Signature:</b> 
<b>Date: 29/04/2026</b>	<b>Name of the Company Secretary: S.P. NAGARAJAN</b>
	<b>Membership Number : A10028</b>
	<b>CP Number : 4738</b>
	<b>UDIN : A010028H000230765</b>
<b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b>	

**Note As per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Secretarial Compliance Report in term of Regulation 24A of SEBI(LODR) Regulations, 2015 was conducted by using appropriate Information Technology tools and physical verification of records and register, data sharing through Company's 'Shared folder' to access and examine relevant documents and verification of records for completion of the audit.**

