

Mphasis Limited

CIN: L30007KA1992PLC025294

Regd. Office: Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048

E-mail: investor.relations@mphasis.com; **Website:** www.mphasis.com; **Telephone:** +91 80 6750 1000

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the **Management Rules**”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (“the **MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable laws, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the following special business is proposed for approval of members of the Company through postal ballot (“the **Postal Ballot**”) as a Special Resolution only by way of remote e-voting (“e-voting”). Accordingly, physical copies of the notice along with the Postal Ballot Forms and the prepaid business reply envelopes are not being sent to the members.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Based on the recommendation of Nomination & Remuneration, the Board of Directors, vide its circular Resolution approved on December 10, 2025, has approved and recommended to the members of the Company, appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years effective December 11, 2025.

Pursuant to provisions of the Act and Regulations 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Company is required to obtain approval of the members for appointment of a person as an Independent Director on the Board of Directors, within a period of three months from the date of appointment, through a Special Resolution. Accordingly, the Company is seeking members approval, through postal ballot, for the aforesaid proposal as contained in the special resolution and appended to this Postal Ballot Notice.

An explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the aforesaid special resolution setting out material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors have appointed Mr. S. P. Nagarajan, (Membership No. 10028) (CP No. 4738) Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot through remote e-voting, in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and SS-2, the Company has provided e-voting facility to all its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedures as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	Sunday, February 1, 2026
Conclusion of e-voting period	Monday, March 2, 2026
Cut-off date for eligibility to vote	Friday, January 23, 2026

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Monday, March 2, 2026, and e-voting will not be allowed thereafter.

The Scrutinizer will submit his report to the Chairperson of the Board (“**the Chairperson**”) or in his absence a person authorized by him, after completion of scrutiny of the e-voting in fair and transparent manner. The results of e-voting by postal ballot will be announced on or before March 4, 2026. The results of the voting will also be published in the Business Standard and Samyukta Karnataka, in which the Notice is published, within 48 hours of declaration of the results and will be placed on the website of the Company at www.mphasis.com for information of shareholders besides being communicated to stock exchanges on which the shares of the Company are listed. The resolution will be deemed to have been passed on the last date specified for e-voting i.e. Monday, March 2, 2026.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. PUNIT SOOD (DIN: 00033799) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152,160, Schedule IV 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors of the Company has approved the appointment of Mr. Punit Sood (DIN: 00033799), as an Additional Director and designated him as an Independent Director of the Company effective December 11, 2025, and in respect of whom the Company has received a notice in writing from a member, proposing his candidature to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of five consecutive years with effect from December 11, 2025 till December 10, 2030.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Person(s) of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit.

Bengaluru
January 22, 2026

Regd. Office :
Bagmane World Technology Center,
Marathahalli Outer Ring Road, Doddanakhundi Village,
Mahadevapura, Bengaluru – 560 048
CIN : L30007KA1992PLC025294

By Order of the Board of Directors
Sd/-

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

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act read with along with Management Rules, details in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and SS-2, stating material facts and the reason/ rationale for proposed resolution is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose e-mail address is registered with the Company / Depository Participant(s), as on January 23, 2026 (the “Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the mode of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the physical postal ballot form. The communication of the assent or dissent of the members would take place through the e-voting system.
3. Once the e-vote on the resolution is cast by a member, he / she shall not be allowed to change it subsequently. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on January 23, 2026, being the Cut-off Date fixed for the purpose. The e-voting commences on February 1, 2026.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Monday, March 2, 2026. Further, resolution passed by the members through postal ballot is deemed to have been passed as if it was passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairperson, or any other person authorized by the Chairperson, after the completion of scrutiny of the e-voting.
6. 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 Chairperson 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 at Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru- 560 048 and at the corporate office at “Bagmane Laurel”, Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560093.
7. All material documents referred to in the explanatory statement will be available for inspection through electronic mode on all working days during business hours from the date of dispatch of the Notice until the last date for receipt of votes by e-voting i.e. Monday, March 2, 2026. Members may send their requests to investor.relations@mphasis.com from their registered e-mail address mentioning their name, folio numbers, DP ID and Client ID during the voting period.
8. Members holding shares in electronic mode, who have not registered their e-mail address are requested to register their e-mail addresses with their respective Depository Participant (DP).
9. Members holding shares in physical mode are requested to update their e-mail addresses with the Company’s RTA at giri@integratedindia.in.

Instructions for e-voting

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 and 110 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, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members with the electronic voting (e-voting) facility to exercise their right to vote on resolution proposed to be passed through Postal Ballot. The instructions for e-voting are given below.
2. The remote e-voting period commences on Sunday, February 1, 2026 at 9:00 am and ends on Monday, March 2, 2026, at 5:00 pm (IST). During this period, members holding shares in physical form or in dematerialized form, as on Friday, January 23, 2026, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be

forthwith blocked by NSDL at 5:00 pm (IST) on Monday, March 2, 2026. Votes once cast by a member shall not be allowed to be changed subsequently.

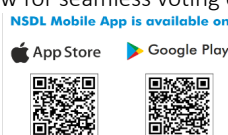
3. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on that cut-off date i.e., Friday, January 23, 2026.
4. Any person who acquires shares and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login-ID and password by sending a request at evoting@nsdl.com. 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.
5. Any queries or grievances in relation to the electronic voting may be addressed to Mr. Mayank Verma, Senior Vice President and Company Secretary, at the registered office of the Company or may be e-mailed to mayank.verma1@mphasis.com.
6. **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.

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

A) Login method for e-Voting 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.	A. NSDL IDEAS facility If you are already registered for NSDL IDEAS facility, - 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. If you are not registered, follow the below steps: - 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. - 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use existing Myeasi username and password. 2. After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, an option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 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.

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

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

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 022 – 4886 7000 and 022 – 2499 7000
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 toll free No. 1800 21 09911

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***
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6. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL to your mailbox. Open the e-mail 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'.
 - In case you have not registered your e-mail ID, please follow steps mentioned below in the [process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password.](#)
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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. In case you are holding shares physically, click on [Physical User Reset Password?](#) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" (E-voting Event Number) in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period. EVEN for Mphasis Limited is **138141**.
- Now you are ready for e-Voting as the voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
- 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.
- 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 at 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail ids for e-voting for the resolution 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to giri@integratedindia.in 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to giri@integratedindia.in for obtaining the user ID and Password for the e-voting. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) ie. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, member may send an e-mail request to www.evoting.nsdl.com 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 process in a fair and transparent manner.
6. In terms of SEBI circular dated 9 December 2020 on e-Voting facility, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

(In conformity with the provisions of Section 102 of the Companies Act, 2013 (the “Act”) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), following Explanatory Statement sets out material facts relating to the aforesaid resolution and should be taken as forming part of this Postal Ballot Notice.)

Pursuant to the provisions of Section 161 of the Act and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors vide its circular resolution approved on December 10, 2025, has approved the appointment of Mr. Punit Sood (DIN:00033799) as an Additional Director and designated him as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years with effect from December 11, 2025 till December 10, 2030, subject to the approval of the shareholders.

Pursuant to Section 150 of the Act and Regulation 17(1C) and 25(2A) of the SEBI Listing Regulations, the Company is required to obtain approval of the members for appointment of a person on the Board of Directors within a period of three months from the date of appointment through a special resolution. The Company has received Notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Punit Sood to the office of Independent Director under the Act and the SEBI Listing Regulations.

Mr. Punit Sood is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Punit Sood has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

There is no inter-se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

Brief profile of Mr. Punit Sood:

After an illustrious corporate career of over 36 years driving impactful change at the intersection of financial services and technology, Mr. Punit Sood is today an Independent Director on the boards of ICICI Bank and NPCI (National Payments Corporation of India). At ICICI Bank, he is a member of the Audit Committee, Board Governance, Remuneration & Nomination Committee, and Information Technology Strategy Committee. At NPCI, he chairs the Business Strategy Committee, and is a member of the Audit Committee, Technology Project Management Committee, and Customer Service & Stakeholder Committee.

Mr. Punit Sood is an active leader in the GCC space, and during his career helped shape and execute the GCC strategies of global financial service firms like NatWest, JPMorgan Chase, Citibank, and others. He chaired the NASSCOM GCC Council for the 2021-23 term and was a member of the 2023-25 GCC Council. He is an External Expert with BCG, supporting their clients with their GCC strategies.

Earlier, Mr. Punit Sood built a career in the evolving information technology functions of global organizations like Citibank, GE Capital, United Technologies, JPMorgan Chase, and NatWest, where he rose to CIO roles in different geographies.

In the opinion of the Board, Mr. Punit Sood fulfils the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder and SEBI Listing Regulations. Mr. Punit Sood is independent of the management and possesses appropriate skills, experience, knowledge and expertise required for the role of an Independent Director.

Mr. Punit Sood's vast experience in the field of financial services, technology and GCC space will immensely benefit the Company. He also possesses skills in Technology, Finance, Strategy planning, Governance, Risk and Compliance management.

Details of Mr. Punit Sood pursuant to the provisions of the Listing Regulations and SS-2 are provided in '**Annexure-A**' to this Postal Ballot Notice.

As per remuneration policy of the Company, Mr. Punit Sood will be paid remuneration by way of commission and sitting fees for attending meetings of the Board of Directors or Committees thereof, as per the Board approved remuneration matrix.

The draft letter of appointment to be issued to Mr. Punit Sood, setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send email to investor.relations@mphasis.com.

Interest of Directors and Key Managerial Personnel

Mr. Punit Sood and his relatives are interested in the above resolution to the extent of his appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

The Board of Directors recommends the Special Resolution as set out in Notice for approval of the members.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Particulars	Remarks																
Name	Mr. Punit Sood																
Director Identification Number	00033799																
Date of first appointment at the Board	December 11, 2025																
Age	61 years																
Qualification	Bachelor degree in Electronics & Communications from Indian Institute of Technology, Roorkee in 1986 and a Post Graduate Programme in Management Information Systems from Indian Institute of Management, Ahmedabad in 1988.																
Nature of expertise in specific functional areas	Technology Global experience Domain expertise Strategy Financial Governance, Risk and Compliance.																
Directorship in the Boards of other Indian listed entities	ICICI Bank Limited – Independent Director																
Directorship held in other unlisted entities	National Payments Corporation of India- Independent Director																
Inter-se relationships with Directors and Key Managerial Personnel	None																
Shareholding in the Company	Nil																
Key terms and conditions of appointment	As per the resolution in Item No.1 of this Notice read along with the explanatory statement thereto																
Details of remuneration last drawn	Not Applicable																
Remuneration proposed to be paid	In line with the Company’s remuneration policy for Directors, Mr. Punit Sood will be entitled to commission as per the remuneration matrix approved by the Board of Directors from time to time and within the statutory limit.																
Number of Board Meeting attended	One																
Listed entities from which he has resigned as Director in past 3 years	Nil																
Membership/ Chairmanship in Committees of other Indian entities	<table><tr><th>S.No.</th><th>Name of Company</th><th>Committee</th><th>Position</th></tr><tr><td rowspan="3">1.</td><td rowspan="3">ICICI Bank Limited</td><td>Board Governance, Remuneration & Nomination Committee</td><td>Chairperson</td></tr><tr><td>a) Audit Committee b) Information Technology Strategy Committee</td><td>Member</td></tr><tr><td>2.</td><td rowspan="3">National Payments Corporation of India</td><td>Business Strategy Committee</td><td>Chairperson</td></tr><tr><td>a) Audit Committee b) Technology Project Management Committee c) Customer Service & Stakeholder Committee.</td><td>Member</td></tr></table>	S.No.	Name of Company	Committee	Position	1.	ICICI Bank Limited	Board Governance, Remuneration & Nomination Committee	Chairperson	a) Audit Committee b) Information Technology Strategy Committee	Member	2.	National Payments Corporation of India	Business Strategy Committee	Chairperson	a) Audit Committee b) Technology Project Management Committee c) Customer Service & Stakeholder Committee.	Member
S.No.	Name of Company	Committee	Position														
1.	ICICI Bank Limited	Board Governance, Remuneration & Nomination Committee	Chairperson														
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		2.	National Payments Corporation of India	Business Strategy Committee	Chairperson												
a) Audit Committee b) Technology Project Management Committee c) Customer Service & Stakeholder Committee.	Member																

Note: Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included.

Bengaluru
January 22, 2026

Regd. Office :
Bagmane World Technology Center, Marathahalli Outer Ring Road,
Doddankundi Village, Mahadevapura, Bengaluru – 560 048
CIN : L30007KA1992PLC025294

By Order of the Board of Directors
Sd/-

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