



30 January 2026

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

Scrip Code: 526299

Dear Sir/Madam,

Sub: Submission of Integrated Corporate Governance Report

Pursuant to regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Integrated Corporate Governance Report under for quarter ended 31 December 2025.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
For Mphasis Limited



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

Encl.- As above

Initial
MV

Initial
SC

1. Name of Listed Entity : Mphasis Limited
 2. Quarter ending : 31 December 2025

Format to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors																
Title Mr./Mr s.	Name of the Director	PAN ¹ & DIN	Category ² (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ^{3 &4}	Date of Birth	Whether special resolution passed? [Refer Reg.17(1A) of Listing Regulations]	Date of passing special resolution	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for cessation	
Mr.	Nitin Rakesh	DIN: 00042261	Executive	29-01-2017	01-10-2021	-	NA	27-12-1971	NA	-	1	-	1	-	-	
Ms.	Jan Kathleen Hier	DIN: 07360483	Chairperson/ Independent	11-12-2015	11-12-2020	10-12-2025	120 months	30-12-1954	NA	-	-	-	-	-	-	Tenure complete
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	48.11 months	05-06-1960	NA	-	1	1	1	1	1	
Mr.	Sunil Kumar Gulati	DIN: 10473127	Independent	01-04-2024	01-04-2024	-	21 months	30-07-1959	NA	-	1	1	1	1	1	
Mr.	Girish Srikrishna Paranjpe	DIN: 02172725	Independent	01-10-2024	01-10-2024	-	15 months	20-03-1958	NA	-	3	3	5	3	3	
Mr.	Punit Sood	DIN: 00033799	Independent	11-12-2025	11-12-2025	-	0.20 months	08-09-1964	NA	-	2	2	3	-	-	
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	25-07-2024	-	NA	27-11-1953	NA	-	1	-	-	-	-	
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	24-07-2025	-	NA	22-02-1960	NA	-	1	-	-	-	-	
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	24-07-2025	-	NA	26-01-1973	NA	-	3	-	-	-	-	
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	24-07-2025	-	NA	30-10-1975	NA	-	2	-	4	1	1	
Ms.	Courtney Karlan della Cava	DIN: 09380419	Non-Executive	20-12-2021	25-07-2024	-	NA	31-12-1969	NA	-	1	-	-	-	-	
Mr.	Kabir Mathur	DIN: 08635072	Non-Executive	20-12-2021	20-07-2023	-	NA	16-02-1979	NA	-	1	-	1	-	-	
Mr.	Pankaj Sood	DIN: 05185378	Non-Executive	20-12-2021	25-07-2024	-	NA	11-07-1975	NA	-	4	-	1	-	-	

Ms. Jan Kathleen Hier served as Chairperson of the Board and has vacated this position upon completion of her second and final term as an Independent Director of the Company on December 10, 2025. Mr. Girish Paranjpe, Independent Director, has been appointed as the Chairperson of the Board with effect from 7 January 2026.

I. Composition of Board of Directors															
Title Mr./Mr s.	Name of the Director	PAN ¹ & DIN	Category ² (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ^{3 &4}	Date of Birth	Whether special resolution passed? [Refer Reg.17(1A) of Listing Regulations]	Date of passing special resolution	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) ⁵	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for cessation
Whether Regular Chairperson appointed - Yes															
Whether Chairperson is related to managing director or CEO - No															
Whether any directors disqualified u/s 164 of Companies Act, 2013 - No															
1. PAN number of any director would not be displayed on the website of Stock Exchange. 2. Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen. 3. To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. 4. Tenure as per Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 considered. The tenures are calculated as on 31 December 2025. 5. Number of membership in Audit/Stakeholder Committee(s) includes membership of committees of public limited companies/listed companies including Mphasis Limited.															
II. Composition of Committees															
Name of Committee		Whether regular chairperson appointed		Name of Committee Members				Category (chairperson/Executive/ Non-Executive/independent/ Nominee)\$			Date of Appointment		Date of Cessation		
1. Audit Committee		Yes		Ms. Maureen Anne Erasmus	Chairperson		Independent Director			01-04-2023					
				Mr. Girish Srikrishna Paranjpe	Member		Independent Director			01-10-2024					
				Mr. Sunil Kumar Gulati	Member		Independent Director			01-04-2024		13-12-2025			
				Mr. Punit Sood	Member		Independent Director			13-12-2025					
				Mr. Amit Dalmia	Member		Non-Executive Director			01-04-2023					
2. Nomination & Remuneration Committee		Yes		Ms. Sunil Kumar Gulati	Chairperson		Independent Director			01-10-2024					
				Ms. Jan Kathleen Hier	Member		Independent Director			11-12-2015		10-12-2025			
				Mr. Girish Srikrishna Paranjpe	Member		Independent Director			11-12-2025					
				Mr. Amit Dixit	Member		Non-Executive Director			01-09-2016					
3. Risk Governance & Management Committee		Yes		Mr. Marshall Jan Lux	Chairperson		Non-Executive Director			24-01-2019					
				Ms. Maureen Anne Erasmus	Member		Independent Director			01-04-2023					
				Mr. Nitin Rakesh	Member		Executive Director			24-01-2019					
				Mr. David Lawrence Johnson	Member		Non-Executive Director			24-01-2019					
				Mr. Kabir Mathur	Member		Non-Executive Director			01-04-2023					
				Mr. Aravind Viswanathan *	Member		-			01-10-2024					
				Mr. Eric Winston*	Member		-			24-01-2019					
4. Stakeholders Relationship Committee		Yes		Mr. Sunil Kumar Gulati	Chairperson		Independent Director			01-10-2024					
				Mr. Nitin Rakesh	Member		Executive Director			27-01-2017					
				Mr. Amit Dalmia	Member		Non-Executive Director			01-09-2016					

5. Corporate Social Responsibility Committee	Yes	Mr. Girish Srikrishna Paranjpe	Chairperson	Independent Director	01-10-2024		
		Mr. Sunil Kumar Gulati	Member	Independent Director	01-04-2024		
		Mr. Amit Dalmia	Member	Non-Executive Director	01-09-2016		
		Mr. Nitin Rakesh	Member	Executive Director	29-01-2017		
\$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen							
*Senior Executives of the Company							
III. Meeting of Board of Directors							
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on the date of meeting	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive Meetings (in number of days)	
24 July 2025	-	-	-	-	-	-	
-	30 October 2025	Yes	12	12	4	97	
IV. Meetings of Committees – Audit Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
23 July 2025	-	-	-	-	-	-	-
-	29 October 2025	Yes	4	4	3	97	-
-	12 December 2025	Yes	4	3	3	43	-
Nomination & Remuneration Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
-	-	-	-	-	-	-	-
Risk Governance & Management Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
24 July 2025	-	-	-	-	-	-	-
-	30 October 2025	Yes	5	5	1	97	2
Stakeholders Relationship Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
-	-	-	-	-	-	-	-

*to be filled in only for the current quarter meetings.

V. Details of cyber security incidence
Subject

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

Compliance status (Yes/No)

No

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 1,000 listed entities) – *Applicable*
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here.

The Corporate Governance Report for the quarter ended 30 June 2025 was placed before the Board of Directors at their meeting held on 24 July 2025 and there were no comments/observations from the Board on the same.

For Mphasis Limited

Mayank Verma
Senior Vice President and Company Secretary

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

Initial

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Initial

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Mphasis Limited
Investor Grievance Report

No. of investor complaints pending at the beginning of Quarter	Nil
No. of investor complaints received during the Quarter	Nil
No. of investor complaints disposed off during the Quarter	Nil
No. of investor complaints those remaining unresolved at the end of the Quarter	Nil

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Sl. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
Not Applicable					

Disclosure of Imposition of Fine or Penalty

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Sl. No.	Name of the Authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Not Applicable					

Disclosure of Updates to Ongoing Tax Litigation or Disputes

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Sl. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Assessment Unit, Income Tax Department	07-03-2025	<p>Received order under Section 143(3) r.w.s. 144B alongwith Notice of demand of INR 1,164.77 crore under section 156 of the Income-Tax Act, 1961 for the AY 2022-23. The order mainly contains income reported by the company in its return of income and the details of income assessed by the assessing officer. The order has made addition to taxable income on account of allowance claimed by assessee on ESOP expense and subcontractor expenses paid to overseas associated enterprises without deduction of tax at source. The case was pending with Assessment Unit, Income Tax Department.</p> <p>Subsequently, the Company received a rectification Order dated July 7, 2025, under section 154 of the Income Tax Act, 1961 on 8 July 2025. Pursuant to this Order, the tax demand has been reduced from INR 1,164.77 crore to INR 582.7 crore, resulting in a net reduction of ₹582.07 crore. The same has been intimated to both the Stock Exchanges on July 9, 2025."</p>	<p>The original order for INR 1164.77 Cr was challenged in Karnataka High Court and the entire assessment order together with notice of Demand has been set aside and directing the matter back to the Assessing Officer (AO) for fresh consideration. Accordingly, the related tax demand of INR 582.7 crore has also been automatically vacated</p>



Mphasis Limited

Disclosure of Updates to Ongoing Tax Litigation or Disputes

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Sl. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
2	Office of the DCIT, International tax, Circle 1(1), Bangalore Income Tax Department	29-03-2025	<p>Received order under Section Sec 201 and Sec 201(1A) alongwith Notice of demand of INR 232.37 crore under section 156 of the Income-Tax Act, 1961 for AY 2018-2019 & AY 2019-20 20. The order mainly contains demand of TDS on overseas payments to foreign associated Enterprises and interest thereon. The order has created demand on tax deductible at source on payment of subcontracting charges to overseas subsidiaries and Associated Enterprises. The case is pending with Office of the DCIT, International tax, Circle 1(1), Bangalore Income Tax Department.</p> <p>Subsequently, the Company has received a rectification Order under Section 154 of the Income Tax Act, 1961 dated September 26, 2025. Pursuant to this order, the tax demand has been reduced from INR 232.37 crore to INR 108.56 crore, resulting in a net reduction of INR 123.82 crore. The same has been intimated to both the Stock Exchanges on September 27, 2025.</p>	Appeal has been filed before CIT(A), Guwahati and matter is sub judice.

For Mphasis Limited



Mayank Verma
Senior Vice President and Company Secretary
Bengaluru
30 January 2026

Initial

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