Mphasis
The Next Applied

July 23, 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: Summary of proceedings of the 35th Annual General Meeting of the Company

We wish to inform you that the 35th Annual General Meeting ("AGM") of the Company was held today, i.e. July 23, 2026, at 9:00 am (IST) through Video Conferencing / Other Audio Visual Means, to transact the business as outlined in the Notice of AGM dated April 29, 2026.

In this regard, please find enclosed the summary of proceedings of the AGM pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above intimation is also available on the website of the Company at www.mphasis.com.

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

Thanking You,

Yours faithfully,
For Mphasis Limited

MAYANK VERMA
Digitally signed by MAYANK VERMA
Date: 2026.07.23 15:06:25 +05'30'

Mphasis Limited ★ BANGALORE ★

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

Encl.: As above

Initial MV

Initial BG

Initial SC

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SUMMARY OF PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING

The 35th Annual General Meeting ("AGM") of the Members of Mphasis Limited ("the Company") was held through video conferencing ("VC") / Other Audio Visual Means on Thursday, 23 July 2026, at 9:00 am (IST). The AGM was held in accordance with the General Circulars issued by the Ministry of Corporate Affairs ("MCA") and Circulars issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

DIRECTORS PRESENT THROUGH VC

Name of the Director	Designation	Location for VC
Mr. Girish Srikrishna Paranjpe	Independent Director, Chairperson of the Board and Corporate Social Responsibility Committee	United States of America
Mr. Nitin Rakesh	Chief Executive Officer and Managing Director	
Ms. Maureen Anne Erasmus	Independent Director, Chairperson of the Audit Committee	
Mr. Sunil Gulati	Independent Director, Chairperson of the Nomination and Remuneration Committee and Stakeholders Relationship Committee	
Mr. Punit Sood	Independent Director	
Mr. David Lawrence Johnson	Non-Executive Director	
Mr. Marshall Jan Lux	Non-Executive Director, Chairperson of the Risk Governance and Management Committee	
Mr. Amit Dalmia	Non-Executive Director, Chairperson of the Treasury and Operations Committee	India
Mr. Amit Dixit	Non-Executive Director	
Mr. Pankaj Sood	Non-Executive Director	
Mr. Kabir Mathur	Non-Executive Director	United Arab Emirates

KEY MANAGERIAL PERSONNEL ("KMP") AND OTHER SENIOR EXECUTIVES OF THE COMPANY PRESENT THROUGH VC

Name of the KMPs / Senior Executives	Designation	Location for VC
Mr. Eric Winston	EVP, General Counsel and Chief Compliance, Risk & Ethics Officer	United States of America
Mr. Aravind Viswanathan	Chief Financial Officer	
Mr. Mayank Verma	Company Secretary and Compliance Officer	India
Mr. Badrinarayanan R	Senior Vice President, Finance	

BY INVITATION

Name of the Invitee	Designation	Location for VC
Mr. Hemanth Bhasin	Partner, B S R & Co. LLP, Statutory Auditors	India
Mr. Vinod Kumar	Associate Director, B S R & Co. LLP, Statutory Auditors	
Ms. Ashwini Sharma	Associate Director, B S R & Co. LLP, Statutory Auditors	
Mr. S P Nagarajan	Secretarial Auditor and Scrutinizer for e-voting	

MEMBERS' PRESENT

As per the attendance registered for the meeting, 50 members were present through VC including representative of Body Corporate.

Mr. Girish Srikrishna Paranjpe, Chairperson of the Company, informed the members that the AGM is being held through VC in accordance with the circulars issued by MCA and SEBI. The proceedings of the meeting shall be deemed to have been conducted at the Registered Office of the Company in compliance with applicable laws.

The Chairperson welcomed all the Members to the 35th AGM of the Company. The Chairperson introduced himself and other directors and attendees virtually present at the AGM. He confirmed that the authorized representative of the Statutory Auditors, Secretarial Auditor and the Scrutinizer were also virtually present at the meeting. The Chairperson confirmed the presence of the requisite quorum and called the meeting to order.

The Chairperson informed that the Notice of the AGM and the Annual Report for FY 2025-26 followed by Addendum to the Notice of the AGM were sent by e-mail to all the members whose e-mail ids are registered with the Company or the Depository Participant(s) in compliance with MCA & SEBI circulars. Notice convening the AGM and the Addendum to the Notice of the AGM was taken as read with the permission of the members.

The Chairperson informed the members that the Statutory Registers, Statutory Auditor's Report and Secretarial Audit Report and Certificates as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other prescribed documents which were required to be placed at the AGM were available for inspection throughout the meeting at the website of National Securities Depositories Limited ("NSDL").

Thereafter, Chairperson requested Mr. Mayank Verma, Senior Vice President and Company Secretary, to brief the members on the e-voting process. The Company Secretary informed that in compliance with the provisions of the Companies Act, 2013 and SEBI Regulations, the Company had arranged e-voting facility for all the members holding shares of the Company as on the cut-off date of July 16, 2026, through e-voting platform of the NSDL on all resolutions proposed at the AGM. He further informed that the remote e-voting period commenced on Saturday, July 18, 2026 (9:00 a.m. IST) and concluded on Wednesday, July 22, 2026 (5:00 p.m. IST) (both days inclusive). Members who have not exercised their voting rights during remote e-voting period, can still cast their vote on all resolutions as set forth in the AGM Notice through the e-voting platform of the NSDL and the e-voting will remain open till 30 minutes after the conclusion of the AGM to enable such members to vote.

The Company has appointed Mr. S P Nagarajan, Practicing Company Secretary, as Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting undertaken at the AGM in a fair and transparent manner. The Chairperson authorized the Company Secretary to declare the voting results, intimate the Stock Exchanges and place the same on the website of the Company. Upon submission of the Report by the Scrutinizer, the results of e-voting would be intimated to the Stock Exchanges within the stipulated timeframe and will be made available on the website of the Company and on the website of the Company's Registrar and Share Transfer Agent.

Thereafter, the Company Secretary summarized the following six resolutions placed at the AGM for Members approval:

Resolutions	Ordinary or Special Resolution
Adoption of audited standalone and consolidated Financial Statements for the year ended 31 March 2026 and the reports of the Board and Auditors' thereon.	Ordinary Resolution
Declaration of final dividend of ₹ 62/- per equity share of face value of ₹ 10/- each for the financial year ended 31 March 2026.	Ordinary Resolution
Appointment of Mr. Kabir Mathur (DIN: 08635072) as a Director, who retires by rotation and being eligible seeks re-appointment.	Ordinary Resolution
Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Director, who retires by rotation and being eligible seeks re-appointment.	Ordinary Resolution
Re-appointment of Ms. Maureen Anne Erasmus (DIN: 09419036) as an Independent Director of the Company for a term of 5 years w.e.f. December 20, 2026.	Special Resolution

Resolutions	Ordinary or Special Resolution
Re-appointment of Mr. Nitin Rakesh (DIN: 00042261) as the Chief Executive Officer and Managing Director of the Company for a term of 5 years w.e.f. October 01, 2026.	Special Resolution

The Company Secretary further informed that there were no qualifications, reservations, adverse remarks or disclaimer in the Statutory Auditor's Report and Secretarial Auditor's Report, which were required to be read at the meeting. With the permission of the members present, the Auditor's Reports including the annexures thereof were taken as read.

Thereafter, the Chairperson addressed the members, sharing his perspectives on the evolving business and technology landscape, particularly the opportunities and challenges presented by AI-driven transformation. He highlighted the Company's performance in FY26, strong growth in AI-led engagements and deal wins, strategic priorities, innovation platforms, and progress in supporting clients on their transformation journeys. He also acknowledged the contributions of employees, outlined the Company's ESG and Corporate Social Responsibility initiatives, and reaffirmed the Board's confidence in Mphasis' long-term strategy and commitment to creating sustainable value for all stakeholders.

Thereafter, the session was opened for the members who registered themselves as speakers at the AGM to ask questions or express their views. The moderator facilitated the session. The Chairperson and Chief Executive Officer & Managing Director responded to the queries raised by the members.

In the end, the Chairperson concluded the meeting with a vote of thanks to the shareholders and wished them all the very best and good health.

The meeting concluded at 10:12 a.m. IST.

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