



16 January 2024

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

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

Dear Sirs,



**Sub: Submission of Corporate Governance Report**

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and enclose the Corporate Governance Report under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended **31 December 2023**.

We request you to kindly take the above on record as required under the provisions of Listing Regulations.

Thanking you,

Yours faithfully,  
**For Mphasis Limited**

DocuSigned by:  
  
864FB8DBFAE44A7...  


**Subramanian Narayan**  
Senior Vice President and Company Secretary

Encl.- As above

DS  
pk

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited  
 2. Quarter ending : 31 December 2023

I. Composition of Board of Directors														
Title Mr./Mrs.	Name of the Director	PAN <sup>1</sup> & DIN	Category <sup>2</sup> (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>3 &amp; 4</sup>	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) <sup>5</sup>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Nitin Rakesh	DIN: 00042261	Executive	29-01-2017	01-10-2021	-	NA	27-xx-19xx	NA	-	1	-	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/Independent	01-10-2014	01-10-2019	-	111 months	21-xx-19xx	NA	-	4	4	8	3
Mr.	Narayanan Kumar	DIN: 00007848	Independent	01-04-2014	01-04-2019	-	117 months	28-xx-19xx	NA	-	5	5	6	3
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11-12-2015	11-12-2020	-	96.20 months	30-xx-19xx	NA	-	1	1	-	-
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	24.11 months	05-xx-19xx	NA	-	1	1	1	-
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	21-07-2022	-	NA	27-xx-19xx	NA	-	1	-	-	-
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	20-07-2023	-	NA	22-xx-19xx	NA	-	1	-	-	-
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	20-07-2023	-	NA	26-xx-19xx	NA	-	3	-	-	-
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	21-07-2022	-	NA	30-xx-19xx	NA	-	2	-	4	1
Mr.	Kabir Mathur	DIN: 08635072	Non-Executive	20-12-2021	20-07-2023	-	NA	16-xx-19xx	NA	-	1	-	-	-
Mr.	Pankaj Sood	DIN: 05185378	Non-Executive	20-12-2021	20-12-2021	-	NA	11-xx-19xx	NA	-	2	-	1	-
Ms.	Courtney Karlan della Cava	DIN: 09380419	Non-Executive	20-12-2021	20-12-2021	-	NA	31-xx-19xx	NA	-	1	-	-	-
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 2023.
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	Mr. Narayanan Kumar	Chairperson	Independent Director	15-02-2013	
		Mr. Davinder Singh Brar	Member	Independent Director	08-04-2004	
		Ms. Maureen Anne Erasmus	Member	Independent Director	01-04-2023	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-04-2023	
2. Nomination & Remuneration Committee	Yes	Ms. Jan Kathleen Hier	Chairperson	Independent Director	11-12-2015	
		Mr. Davinder Singh Brar	Member	Independent Director	08-04-2004	
		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	
		Mr. Narayanan Kumar	Member	Independent 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. Manish Dugar*	Member	-	15-05-2020	
Mr. Eric Winston*	Member	-	24-01-2019			
4. Stakeholders Relationship Committee	Yes	Mr. Davinder Singh Brar	Chairperson	Independent Director	27-06-2006	
		Mr. Nitin Rakesh	Member	Executive Director	27-01-2017	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-09-2016	

§ 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

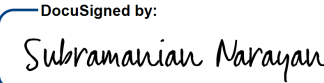
\*Senior Executives of the Company

**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)
20 July 2023	18 and 19 October 2023	Yes	12	11	4	89

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)
19 July 2023	18 October 2023	Yes	4	4	3	90	-
	29 November 2023	Yes	4	3	2	41	-
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)
-	18 October 2023	Yes	3	3	2	NA	-
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)
19 July 2023	18 October 2023	Yes	6	6	2	90	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)
-	18 October 2023	Yes	3	3	1	NA	-

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

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<b>Note:</b> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.	
<b>VI. Details of cyber security incidence</b>	
<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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	No
<b>VII. Affirmations</b>	
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) – <i>Applicable</i> 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.  <u>The Corporate Governance Report for the quarter ended 30 September 2023 was placed before the Board of Directors at their meeting held over 18 and 19 October 2023 and there were no comments/observations from the Board on the same.</u>	
<b>For Mphasis Limited</b>	
DocuSigned by:  <b>Subramanian Narayan</b> <small>864FB8DBFAE1A7</small> <b>Senior Vice President and Company Secretary</b>	

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.