



11 April 2018

The Listing Manager  
BSE Limited  
Floor 25, P J Towers, Dalal Street,  
Mumbai 400 001

Dear Sirs,

**SUB: Submission of Corporate Governance Report and Investors Complaints Report**

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enclose the following for the quarter ended 31 March 2018:

- Shareholding Pattern under Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Investors Complaints Report under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We request you to kindly take the above on record as required under provisions of aforesaid listing regulations.

Thanking you,

Yours faithfully,  
**For Mphasis Limited**

DocuSigned by:  
  
864FB8DBFAE44A7... 

**Subramanian Narayan**  
**Vice President & Company Secretary**  
Encl: As above



Format of Holding of Securities

- 1 Name of the Listed Entity
- 2 Scrip Code/Name of Scrip/Class of Security
- 3 Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
  - a. If under 31(1)(b) then indicate the report for Quarter ending
  - b. If under 31(1)(c) then indicate date of allotment/extinguishment
- 4

Mphasis Limited

BSE-526299;NSE: MPHASIS/MPHASIS LIMITED / EQUITY

31-Mar-18

Particulars	Yes*	No*
1. Whether the Listed Entity has issued any partly paid up shares?		No
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3. Whether the Listed Entity has any shares against which depository receipts are issued?		No
4. Whether the Listed Entity has any shares in locked-in?		No
5. Whether any shares held by promoters are pledge or otherwise encumbered?		No

*\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.*

5 The tabular format for disclosure of holding of specified securities is as follows:-



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V) - Nil	No. of shares underlying Depository Receipts (VI) - Nil	Total Nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) - Nil	Shareholding, as a% assuming full conversion of convertible securities (as a percentage of diluted share capital) - Not Applicable	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights		Total as a % of (A+b+C)			No. (a)	As a % of total Shares held (b)			
								Equity	Total								
(A)	Promoter & Promoter Group	1	116,691,668			116,691,668	60.38%	116,691,668									116,691,668
(B)	Public	22,892	76,565,994			76,565,994	39.62%	76,565,994									76,458,452
(C)	Non Promoter - Non Public	-	-			-	-	-									-
(C1)	Shares underlying DRs	-	-			-	-	-									-
(C2)	Shares held by Employee Trusts (Refer Note)	1	2,520			2,520	0.00%	2,520									2,520
	<b>Total</b>	<b>22,894</b>	<b>193,260,182</b>			<b>193,260,182</b>	<b>100.00%</b>	<b>193,260,182</b>									<b>193,152,640</b>

Note: The Trustees of the Employee Trust of the Company do not exercise Voting Rights over the Shares held by them in such Trusts as per the provisions of SEBI (Share Based Employee Benefits) Regulation, 2014.



Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Nos. of shares underlying Depository Receipts (VI) - Nil	Total Nos. Shares held (VII=IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) - Nil	Shareholding, as a% assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of A+B+C2 - Nil	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights		Total as a % of Total Voting rights					
								Equity	Total						
(1)	<b>Indian</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a)	Individual/Hindu Undivided Family	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub-Total (A)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	<b>Foreign</b>														
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<i>Foreign Companies</i>														
	MARBLE II PTE LTD		1	116,691,668		116,691,668	60.38	116,691,668		116,691,668	60.38			116,691,668	
	<b>Sub-Total (A)(2)</b>		<b>1</b>	<b>116,691,668</b>		<b>116,691,668</b>	<b>60.38</b>	<b>116,691,668</b>		<b>116,691,668</b>	<b>60.38</b>			<b>116,691,668</b>	
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>		<b>1</b>	<b>116,691,668</b>		<b>116,691,668</b>	<b>60.38</b>	<b>116,691,668</b>		<b>116,691,668</b>	<b>60.38</b>			<b>116,691,668</b>	

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

**Notes:**

- PAN would not be displayed on website of Stock Exchange(s)
- The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



Table III - Statement showing Shareholding Pattern of the Public Shareholder

(1) Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Total Nos. Shares held (VII)=(IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)		No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)-Nil	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) - Nil	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
						No of Voting Rights						
						Equity	Total as a % of Total Voting rights					
<b>(1) Institutions</b>												
(a) Mutual Fund		58	12,906,201	12,906,201	6.68	12,906,201	12,906,201	6.68				12,906,201
LAND T MUTUAL FUND TRUSTEE LTD-L AND T INDIA PRUDENCE FUND (including other L & T mutual funds consolidated based on PAN)			2,065,393	2,065,393	1.07	2,065,393	2,065,393	1.07				2,065,393
UTI-DIVIDEND YIELD FUND (including other UTI mutual funds consolidated based on PAN)			6,765,241	6,765,241	3.50	6,765,241	6,765,241	3.50				6,765,241
(b) Venture Capital Funds		-	-	-	-	-	-	-				-
(c) Alternative Investment Funds		-	-	-	-	-	-	-				-
(d) Foreign Venture Capital Investors		-	-	-	-	-	-	-				-
(e) Foreign Portfolio Investors		288	44,051,544	44,051,544	22.79	44,051,544	44,051,544	22.79				44,051,444
ABERDEEN GLOBAL INDIAN EQUITY LIMITED		1	6,516,109	6,516,109	3.37	6,516,109	6,516,109	3.37				6,516,109
MATTHEWS INDIA FUND		1	3,374,039	3,374,039	1.75	3,374,039	3,374,039	1.75				3,374,039
(f) Financial Institutions/Banks		15	1,740,386	1,740,386	0.90	1,740,386	1,740,386	0.90				1,740,386
(g) Insurance Companies		-	-	-	-	-	-	-				-
(h) Provident Funds / Pension Funds		-	-	-	-	-	-	-				-
(i) Any Other (specify)		-	-	-	-	-	-	-				-
<b>Sub-Total (B)(1)</b>		<b>361</b>	<b>58,698,131</b>	<b>58,698,131</b>	<b>30.37</b>	<b>58,698,131</b>	<b>58,698,131</b>	<b>30.37</b>				<b>58,698,031</b>
<b>(2) Central Government / State Government(s) / President of India</b>												
<b>Sub-Total (B)(2)</b>												
<b>(3) Non-institutions</b>												
(a) Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.		21,959	4,336,214	4,336,214	2.24	4,336,214	4,336,214	2.24				4,229,772
ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.		31	2,217,211	2,217,211	1.15	2,217,211	2,217,211	1.15				2,217,211
1 NBFCs registered with RBI		1	50	50	0.00	50	50	0.00				50
(C) Employee Trusts		-	-	-	-	-	-	-				-
(D) Overseas Depositories (holding DRs)(balancing figure)		-	-	-	-	-	-	-				-
(E) Any Other (specify)		540	11,314,388	11,314,388	5.86	11,314,388	11,314,388	5.86				11,313,388
Unclaimed suspense account (Details Attached)		1	4,500	4,500	0.00	4,500	4,500	0.00				4,500
Body Corporate		387	10,901,250	10,901,250	5.65	10,901,250	10,901,250	5.65				10,900,250
BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.		1	3,848,035	3,848,035	1.99	3,848,035	3,848,035	1.99				3,848,035
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD		1	3,529,963	3,529,963	1.83	3,529,963	3,529,963	1.83				3,529,963
HDFC STANDARD LIFE INSURANCE COMPANY LIMITED((multiple account consolidated based on PAN)			2,051,983	2,051,983	1.06	2,051,983	2,051,983	1.06				2,051,983
Clearing Member		138	327,751	327,751	0.17	327,751	327,751	0.17				327,751
Foreign National		6	36,544	36,544	0.02	36,544	36,544	0.02				36,544
Trusts		7	7,137	7,137	0.00	7,137	7,137	0.00				7,137
IEPF		1	37,206	37,206	0.02	37,206	37,206	0.02				37,206
<b>Sub-Total (B)(3)</b>		<b>22,531</b>	<b>17,867,863</b>	<b>17,867,863</b>	<b>9.25</b>	<b>17,867,863</b>	<b>17,867,863</b>	<b>9.25</b>				<b>17,760,421</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>		<b>22,892</b>	<b>76,565,994</b>	<b>76,565,994</b>	<b>39.62</b>	<b>76,565,994</b>	<b>76,565,994</b>	<b>39.62</b>				<b>76,458,452</b>

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %)

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

**Notes:**

- PAN would not be displayed on website of Stock Exchange(s)
- The above format needs to be disclosed along with the name of following persons:  
-Institutions/Non Institutions holding more than 1% of total number of shares.
- W.r.t. the information pertaining to Depository Receipts, the same may be disclosed the respective columns to the extent information available and the balance to be disclosed as held by custodian.



Table IV - Statement showing shareholding pattern of the Non Promoter-Non Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V) - Nil	Nos. of shares underlying Depository Receipts (VI)- Nil	Total Nos. Shares held (VII=IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) Nil	Total Shareholding, as a% assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) Nil	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form (XIV) (Not Applicable)
									No of Voting Rights		Total as a % of Total Voting rights			No. Nil	As a % of total Shares held - Nil		
									EQUITY	Total							
(1)	Custodian/DR Holder																
(a)	Name of DR Holder (if available)	-	-	-													
(2)	Employees Benefit Trust [under SEBI (Share based Employee Benefit) Regulations, 2014	-	1	2,520			2,520	0.00	2,520								2,520
(a)	Name (abc.....)	-	-	-													
	<b>Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	-	<b>1</b>	<b>2,520</b>			<b>2,520</b>	<b>0.00</b>	<b>2,520</b>								<b>2,520</b>

Notes:

- (1) PAN would not be displayed on website of Stock Exchange(s)
- (2) The above format needs to be disclose name of all holders holding more than 1% of total number of shares
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available,



**Annexure to Table III - Unclaimed Suspense Account**

**Mphasis Limited**

**Details of shares held by Mphasis Limited-Unclaimed Suspense Account**

**Report Date : 31 March 2018**

SL.NO.	NAME OF THE SHAREHOLDER	NAME OF THE JOINT HOLDER	NO.OF SHARES HELD IN SUSPENSE ACCOUNT
1	KIRAN ARORA	MAJ J L ARORA	100
2	SATPAL S CHOUDHARY		300
3	AWADHESH KUMAR DUBEX		600
4	GEETA DUTTA		300
5	LALIT PARMANAND MANWANI		200
6	SOURYA RANJAN MAHAPATRA		600
7	HIRALAL PATEL		600
8	PAVAMAN D R		700
9	SHRENIWAS SAH		600
10	SUNITA SAINI	RAJINDER KUMAR SAINI	200
11	SUMITHA SAHA	SIKHARESH SAHA	100
12	FRANCIS SANTAMARIA		200
<b>TOTAL</b>			<b>4,500</b>



**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity : Mphasis Limited  
 2. Quarter ending : 31<sup>st</sup> March 2018

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)	Date of Appointment in the current term /cessation	Tenure <sup>3&amp;4</sup>	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)
Mr.	Nitin Rakesh	DIN: 00042261	Executive	29 Jan 2017	NA	1	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/ Independent	1 Oct 2014	3 Years 6 months	3	5	1
Mr.	Narayanan Kumar	DIN: 00007848	Independent	1 Apr 2014	4 years	7	2	4
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11 Dec 2015	2 Years 3 months 21 days	1	1	-
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Paul James Upchurch	DIN: 07593638	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Dario Zamarian	DIN: 07599359	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	1 Sept 2016	NA	3	2	-
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	1 Sept 2016	NA	2	3	-

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 at 31 March, 2018.





<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category<sup>1</sup> (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	
1. Audit Committee	Mr. Narayanan Kumar Mr. Davinder Singh Brar Ms. Jan Kathleen Hier Mr. Amit Dixit	Chairperson-Independent director Independent Director Independent director Non-Executive Director	
2. Nomination & Remuneration Committee	Ms. Jan Kathleen Hier Mr. Davinder Singh Brar Mr. Amit Dixit Mr. David Lawrence Johnson	Chairperson-Independent director Independent Director Non-Executive Director Non-Executive Director	
3. Risk Management Committee (if applicable)	NA	NA	
4. Stakeholders Relationship Committee	Mr. Davinder Singh Brar Mr. Nitin Rakesh Mr. Amit Dalmia	Chairperson-Independent director Executive Director Non-Executive Director	
1. 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			
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
25 & 26 October 2017	24 January 2018	25 October 2017 to 24 January 2018 – 90 days	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee : 24 January 2018	Yes	25 October 2017	25 October 2017 to 24 January 2018 – 90 days
Nomination and Remuneration committee: : 24 January 2018	Yes	Nil	Nil
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			



**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
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 Audit Committee	Yes


**Note**

- 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.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities) –*Not Applicable*
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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 31 December 2017 was placed before the Board of Directors at their meeting held on 24 January 2018 and there was no comments/observations from the Board on the same.

**For Mphasis Limited**


**Subramanian Narayan**  
**Vice President & Company Secretary**



**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.

**ANNEXURE II**

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA)refer note below</b>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
e-mail address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes



Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Notes:**

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For Mphasis Limited**


**Subramanian Narayan**  
**Vice President & Company Secretary**  
 Bangalore  
 11 April 2018



**Integrated**

Corporate Solutions Simplified



IRMSPL/IG/18-Q1/038-MPH

DATE: 04/04/2018

The Company Secretary  
M/s MPHASIS LIMITED  
BAGAMANE WORLD TECHNOLOGY CENTRE  
MARATHALLI RING ROAD, DODDANAKUNDHI VILLAGE  
MAHADEVAPURA  
BANGALORE 560048

Dear Sir/Madam,

Sub : Report on Redressal of Investor Complaints  
Period : 01/01/2018 To 31/03/2018  
ISIN : INE356A01018 BSE-Script-Code: 526299

We furnish below the details of complaints received and redressed for the aforesaid period.

Opening Balance Pending as at 01/01/2018	Received during the quarter the 31/03/2018	Disposed off during the quarter on or before 31/03/2018	Unresolved Pending as on 31/03/2018	Disposed off during 02/04/2018 To 03/04/2018
Nil	Nil	Nil	Nil	Nil

Summary of complaints:

1. Non-receipt of Refund Order/Allotment letter : Nil
2. Non-receipt of Dividend/Interest on shares/Debentures/  
Fixed deposits/maturity amount on debentures : Nil
3. Non-receipt of Share Certificates : Nil
4. Non-receipt of Annual report/Rights forms/Bonus shares/  
Interest on delayed refund/Dividend and Interest : Nil
5. Others : Nil

Thanking You,

Yours faithfully,  
for INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD



Authorised Signatory



DocuSigned by:

Subramanian Narayan

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DS  
GL

**INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD**#30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bangalore – 560 003.

Phone No.: 080 2346 0815 to 818 Fax No.: 080 2346 0819 Email ID: irg@integratedindia.in

Regd. Office: 2<sup>nd</sup> Floor, Kences Towers, No 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017

CIN : U74900TN2015PTC101466 ; SEBI Regn No: INR000000544

**“Appointment of a nominee for the shares held by you is not an option but your right!! Please exercise your right to nominate”**