



6 April 2021

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 and Statement of Investor Complaints Report**

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and enclose the following for the quarter ended **31 March 2021**:

- Corporate Governance Report under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Statement of Investor 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 the provisions of Listing Regulations.

Thanking you,

Yours faithfully,  
**For Mphasis Limited**

DocuSigned by:  
*Subramanian Narayan*  
864FB8DBFAE44A7...  


**Subramanian Narayan**  
Vice President and Company Secretary

DS  
*kk*

Encl.- As above

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

1. Name of Listed Entity : Mphasis Limited  
2. Quarter ending : 31 March 2021

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	-	-	NA	27-12-1971	NA	-	1	-	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/Independent	01-10-2014	01-10-2019	-	78 months	21-08-1952	NA	-	4	4	7	2
Mr.	Narayanan Kumar	DIN: 00007848	Independent	01-04-2014	01-04-2019	-	84 months	28-01-1950	NA	-	6	6	7	4
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11-12-2015	11-12-2020	-	63 months	30-12-1954	NA	-	1	1	1	-
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	23-07-2020	-	NA	27-11-1953	NA	-	1	-	-	-
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	25-07-2019	-	NA	22-02-1960	NA	-	1	-	-	-
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	25-07-2019	-	NA	26-01-1973	NA	-	3	-	2	-
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	23-07-2020	-	NA	30-10-1975	NA	-	2	-	2	-
Whether Regular Chairperson appointed		- Yes												
Whether Chairperson is related to managing director or CEO		- No												
<p>1. PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>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.</p> <p>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.</p> <p>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 2021.</p> <p>5. Number of membership in Audit/Stakeholder Committee(s) includes membership of committees of public limited companies/listed companies including Mphasis Limited.</p>														



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	
		Mr. Amit Dixit	Member	Non-Executive Director	01-09-2016	
		Ms. Jan Kathleen Hier	Member	Independent Director	11-12-2015	
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	
		Mr. David Lawrence Johnson	Member	Non-Executive Director	01-09-2016	
3. Risk Governance & Management Committee	Yes	Mr. Amit Dalmia	Chairperson	Non-Executive Director	24-01-2019	
		Mr. Nitin Rakesh	Member	Executive Director	24-01-2019	
		Mr. Narayanan Kumar	Member	Independent Director	24-01-2019	
		Mr. David Lawrence Johnson	Member	Non-Executive Director	24-01-2019	
		Mr. Marshall Jan Lux	Member	Non-Executive Director	24-01-2019	
		Mr. Manish Dugar*	Member	-	15-05-2020	
4. Stakeholders Relationship Committee	Yes	Mr. Eric Winston*	Member	-	24-01-2019	
		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*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)	
21 and 22 October 2020	21 January 2021	Yes	8	3	91	



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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
21 October 2020	20 January 2021	Yes	3	3	90
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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
-	20 January 2021	Yes	4	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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
-	-	-	-	-	-
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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
15 October 2020	-	-	-	-	NA
*to be filled in only for the current quarter meetings.					
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA) <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 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.					



**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 500 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 31 December 2020 was placed before the Board of Directors at their meeting held on 21 January 2021 and there were no comments/observations from the Board on the same.

**For Mphasis Limited**

DocuSigned by:  
*Subramanian Narayan*  
864FB8DBFAE44A7...

**Subramanian Narayan**  
**Vice President and 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.

**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 – Financial Year Ended 31 March 2021</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	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	NA	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	
It is certified that these contents on the website of the listed entity are correct	Yes	
<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
Quorum of Board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes

Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), (2) & (2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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**

DocuSigned by:

Subramanian Narayan

864FB8DBFAE44A7...

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

Bangalore

6 April 2021