

As per the Income Tax Act, 1961 ("Act"), as amended by the Finance Act, 2020, dividend distribution tax has been abolished with effect from 1 April 2020. Accordingly, dividend income is taxable in the hands of the shareholders. The Company shall therefore deduct tax at source at the time of making payment of final dividend.

As per the information available in our domain, you are a **non-resident individual/ foreign entity (non FPI / FII)** holding shares in the Company.

In the ensuing paragraphs, we have provided the applicable TDS rate for **non-resident individual/ foreign entity (non FPI / FII)** holding shares in the Company and the relevant documents as required by the Company to determine the TDS rate applicable to the aforesaid shareholders.

A. Withholding tax implications

Taxes are required to be withheld in accordance with the provisions of Section 195 of the Act at the rates in force i.e. 20% (plus applicable surcharge and cess). You have the option of being governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and your country of tax residence, if the provisions of the DTAA are more beneficial to you.

B. Documents required

If you wish to avail a lower/ nil TDS rate on the dividend pay-out under the Act, we request you to provide us the lower/NIL withholding certificate issued under section 197 of the Act. The certificate must pertain to financial year ("FY") 2020-21 and must be valid for FY 2020-21.

In case, you wish to avail the beneficial provisions of DTAA, if any, we request you to provide the following additional information for verification:

- Tax Residency Certificate valid for the FY 2020-21 duly attested by yourself / authorized signatory;
- Self-declaration in Form 10F for FY 2020-21 (format attached as **Annexure 1**);
- Declaration to establish the genuineness of applicability of treaty provisions including provisions of General Anti-Avoidance Rules and Multilateral Instruments as per **Annexure 2**; and
- In case of a Foreign Company / Entity, you would be required to provide further declaration that you do not have a permanent establishment in India, nor do you have a place of effective management in India as per **Annexure 3**

We request you to note that:

- a) If you wish to avail the beneficial provisions of the DTAA, we request you to kindly verify the correctness of the PAN and update the same with your Depository Participant (if you hold shares in dematerialized mode) or the Registrar and Share Transfer Agent (if you hold shares in physical mode), at the earliest.
- b) If the above documents are found in accordance with the provisions of the Act, the same shall be considered while deducting taxes by the Company. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non- Resident shareholder.
- c) In case you are holding shares under multiple accounts under different status / category and single PAN, you may note that, higher of the tax as applicable will be considered on your entire holding in different accounts
- d) The documents as mentioned above and as mentioned in the separate communication are required to be emailed to be uploaded on <https://www.integratedindia.in/ExemptionFormSubmission.aspx> on or before 17 September 2021, 5:00 PM (IST) in order to enable the Company to determine and deduct appropriate TDS. Thereafter, no communication/documents on the tax determination/ deduction shall be considered by the Company and the TDS as appropriate basis information / documents available with the Company would be considered.

No claim shall lie against the Company for such taxes deducted.

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The Company will arrange to email a soft copy of the TDS certificate at your registered email ID in due course, post payment of the said dividend. You will also be able to see the credit of TDS in Form 26AS, which can be downloaded from your e-filing account at <https://www.incometaxindiaefiling.gov.in/>.

Disclaimer: This communication shall not be treated as an advice from the Company or its Registrar & Transfer Agent. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

FORM NO. 10F

[See sub-rule (1) of rule 21AB]

**Information to be provided under sub-section (5) of section 90 or
sub-section (5) of section 90A of the Income-tax Act, 1961**

I, <<Name of individual / director>>, son / daughter of <<Insert Father's name>> in the capacity of Director / individual do provide the following information, relevant to the previous year 2020-21 in the case of <<Name of individual / Company>> for the purposes of sub-section (5) of section 90:—

Sl. No	Nature of information	Details#
(i)	Status (individual, company, firm etc.) of the assessee	:
(ii)	Permanent Account Number (PAN) of the assessee if allotted	:
(iii)	Nationality (in the case of an individual) or Country or specified territory of incorporation or registration (in the case of others)	:
(iv)	Assessee's tax identification number in the country or specified territory of residence and if there is no such number, then, a unique number on the basis of which the person is identified by the Government of the country or the specified territory of which the assessee claims to be a resident	:
(v)	Period for which the residential status as mentioned in the certificate referred to in sub-section (4) of section 90 or sub-section (4) of section 90A is applicable	:
(vi)	Address of the assessee in the country or territory outside India during the period for which the certificate, mentioned in (v) above, is applicable	:

I have obtained a certificate referred to in sub-section (4) of section 90 or sub-section (4) of section 90A from the **Government of <<>>** (name of country or specified territory outside India)

Signature: <<Please sign here>>

Name:

Address:

Permanent Account Number :

Verification

I, <<*Name of individual / authorized signatory*>> do hereby declare that to the best of my knowledge and belief what is stated above is correct, complete and is truly stated.

Verified today the <<*insert date*>> day of <<*Insert Month and year*>> << **Please sign here** >>

Signature of the person providing the information

Place: <<>>

Annexure 2**Self - declaration for claiming beneficial provisions of Double Taxation Avoidance Agreement for the period April 1, 2020 to March 31, 2021**

(To be declared by non-resident shareholder for availing the benefits of lower tax deduction under Section 90 of the Indian Income Tax Act read with the provisions of the Double Tax Avoidance Treaty with India read along with Multilateral Instrument)

Date:

To,
Mphasis Limited,
Bagmane World Technology Centre,
K.R. Puram, WTC 3, Block B, 1st Floor,
Marathahalli Outer Ring Road.
Doddanakhundi,
Bangalore - 560048,

Ref: Declaration for claiming beneficial provisions of Double Taxation Avoidance Agreement for the period April 1, 2020 to March 31, 2021

Dear Sir,

We, _____ (name of shareholder) do hereby solemnly declare as follows:

- a) I / We qualify as tax resident of _____ (name of the country) in terms of India- _____ (name of country) Double Taxation Avoidance Agreement ("Tax Treaty") for the period April 01, 2020 to March 31, 2021;
- b) I / We do not qualify as 'resident' of India under section 6 of the Indian Income-tax Act, 1961 ("Act") for the period April 01, 2020 to March 31, 2021;
- c) We are eligible to claim benefits of the India and _____ (name of country) Tax Treaty, read with the provisions laid down in Multilateral Instrument (MLI), wherever applicable for the period April 01, 2020 to March 31, 2021;
- d) I / We are the beneficial owner of the investments made by us in the shares of Mphasis Limited and also for any income receivable by us from such investments for the period April 01, 2020 to March 31, 2021;
- e) I / We declare that my/our affairs in relation to the investments in shares of Mphasis Limited is/ are not arranged with the main purpose of obtaining tax benefit under the treaty and should not be an impermissible avoidance arrangement so as to attract General Anti-Avoidance rules under the Income-tax Act, 1961.
- f) I / We declare that following are correct under MLI – ***strike out whichever is not applicable***
 - Article 7(1) - Principal Purpose Test (PPT)

I / We declare that I am/ We are the beneficial owner of the investments made by me/us in the shares of Mphasis Limited and any income receivable by me/us from such investments. I am/ We are eligible to claim the benefits of the India - _____ Tax Treaty (Please insert relevant treaty) and my/ our affairs in relation to the investments in shares of Mphasis Limited, will satisfy the Principle

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Purpose Test and Limitation of Benefit criteria, if any, under the Tax Treaty read with the Multilateral Instrument, if applicable.

- Article 7(6) - Simplified Limitation of Benefits Test (SLOB) read with Article 7(8) to Article 7(13) of the MLI

I / We hereby declare that I / we am / are a qualified person as defined through paragraphs 9 to 13 of Article 7 of the MLI. The specific paragraph under which I/we am/are a qualified person is paragraph[9(a)/(b)/(c)/(d)/(e) read with paragraph 10; 11; 12; 13].

- Article 8 – Period of holding of Investment.

I am/We are the beneficial owner of the investments made by me/us in the shares of Mphasis Limited for an uninterrupted period of 365 days prior to and including the date of payment of the dividends.

- g) If the Indian tax authorities raise a demand pursuant to an order passed under the Act stating that Mphasis Limited did not properly withhold tax on the dividend payments made to me/ us on account of denial of the applicability of the withholding tax as per the rate prescribed under the treaty (including, without limitation, because the appropriate form, if applicable, was not delivered by the shareholder or not properly executed by the shareholder, or because the shareholder failed to notify Mphasis Limited of a change in circumstance that rendered the exemption or reduction of withholding Tax ineffective), I/ we shall within 15 business days after written demand therefor, indemnify and hold harmless Mphasis Limited and its directors, officers, employees, agents, affiliates and subsidiaries against and from all losses, judgments, damages, claims, liabilities, costs or expenses (including without limitation, reasonable attorneys' fees and expenses), for all amounts paid, directly or indirectly, as actual losses relating to withholding taxes or otherwise, together with all expenses incurred, including legal expenses and any other out-of-pocket expenses, whether or not such Tax was correctly or legally imposed or asserted by the relevant Governmental Authority.
- h) I/We undertake to intimate Mphasis Limited immediately in case of any alteration in the aforesaid declaration including change in tax residential status, etc.

Thanking you,

Yours Sincerely,

For _____ (name of organisation/ individual)

<<Signature>>

Name: _____ (name of authorized person / individual)
_____ (designation) – applicable in case of non-individual

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Annexure 3

Self-declaration for permanent establishment and place of effective management declaration in India

Date:

To,
Mphasis Limited,
Bagmane World Technology Centre,
K R Puram, WTC 3, Block B, 1st Floor,
Marathahalli Outer Ring Road, Doddanakhundi,
Bangalore - 560048,

**Ref: Declaration for permanent establishment and place of effective management for the period
April 1, 2020 to March 31, 2021**

Dear Sir,

We, _____ (name of shareholder) do hereby solemnly declare as follows:

- a) We do not qualify as a 'resident' of India under section 6 of the Indian Income -tax Act, 1961 ("Act") for the period 1 April 2020 to 31 March 2021;
- b) We do not have a place of effective management in India as per section 6(3) of the Act for the period 1 April 2020 to 31 March 2021;
- c) We do not have any office or other fixed place of business in India as envisaged in Article _____ (relevant article no of the applicable Tax Treaty) of Double Taxation Avoidance Agreement ("Tax Treaty") for the period 1 April 2020 to 31 March 2021;
- d) We do not have any dependent agent performing activities in India as envisaged in Article _____ (relevant article no of the applicable Tax Treaty) of Tax Treaty which may constitute a dependent agency Permanent Establishment for us in India in terms thereof for the period 1 April 2020 to 31 March 2021;
- e) We do not have a permanent establishment in India as envisaged in Article ____ (relevant article no of the applicable Tax Treaty) of Tax Treaty for the period 1 April 2020 to 31 March 2021; and
- f) We do not have a business connection in India as per section 9(1) of the Income-tax Act, 1961 through which business is carried on in India for the period 1 April 2020 to 31 March 2021.
- g) If the Indian tax authorities raise a demand pursuant to an order passed under the Act stating that Mphasis Limited did not properly withhold tax on the dividend payments made to me/ us on account of denial of the applicability of the withholding tax as per the rate prescribed under the treaty (including, without limitation, because the appropriate form, if applicable, was not delivered by the shareholder or

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not properly executed by the shareholder, or because the shareholder failed to notify Mphasis Limited of a change in circumstance that rendered the exemption or reduction of withholding Tax ineffective), I/ we shall within 15 business days after written demand therefor, indemnify and hold harmless Mphasis Limited and its directors, officers, employees, agents, affiliates and subsidiaries against and from all losses, judgments, damages, claims, liabilities, costs or expenses (including without limitation, reasonable attorneys' fees and expenses), for all amounts paid, directly or indirectly, as actual losses relating to withholding taxes or otherwise, together with all expenses incurred, including legal expenses and any other out-of-pocket expenses, whether or not such Tax was correctly or legally imposed or asserted by the relevant Governmental Authority.

In the event of any change in the above position, we will intimate the same to you in writing. You may consider the above representations subsisting unless intimated otherwise.

Thanking you,

Yours Sincerely,

For _____ (name of shareholder)

<<Signature>>

Name: _____ (name of authorized person)

_____ (designation)

Note: Please attach the relevant authorisation like Board resolution, power of attorney, authorisation letter etc. in favour of the signatory to this declaration for execution of this document.