

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L30007KA1992PLC025294

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

MPHASIS LIMITED

(b) Registered office address

BAGMANE WORLD TECHNOLOGY CENTER, MARATHALLI OUTER
RING ROAD, DODDANNAKHUNDHI VILLAGE, MAHADEVAPURA
BANGALORE
Bangalore
Karnataka
560019

(c) *e-mail ID of the company

subramanian.narayan@mphas

(d) *Telephone number with STD code

08067504613

(e) Website

www.mphasis.com

(iii) Date of Incorporation

10/08/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

21/07/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

37

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BCP Topco IX PTE. LTD		Holding	55.8
2	Mphasis Software & Services (I	U72200KA1998PTC038932	Subsidiary	100

3	Msource (India) Private Limited	U72200KA2000PTC038931	Subsidiary	100
4	Mphasis Corporation		Subsidiary	100
5	Mphasis Deutschland GmbH		Subsidiary	91
6	Mphasis Australia Pty. Ltd.		Subsidiary	100
7	Mphasis (Shanghai) Software &		Subsidiary	100
8	Mphasis Consulting Limited		Subsidiary	100
9	Mphasis Belgium BV		Subsidiary	100
10	Mphasis Europe BV		Subsidiary	100
11	Mphasis UK Limited		Subsidiary	100
12	Mphasis Pte Ltd		Subsidiary	100
13	Msource Mauritius Inc.		Subsidiary	100
14	Mphasis Ireland Ltd		Subsidiary	100
15	Mphasis Lanka (Private) Limite		Subsidiary	100
16	Mphasis Poland Sp. z o.o.		Subsidiary	100
17	Mphasis Infrastructure Service:		Subsidiary	100
18	PT. Mphasis Indonesia		Subsidiary	100
19	Mphasis Wyde Inc.		Subsidiary	100
20	Wyde Corporation		Subsidiary	100
21	Wyde Solutions Canada Inc.		Subsidiary	100
22	Mphasis Wyde SASU		Subsidiary	100
23	Mphasis Philippines Inc.		Subsidiary	100
24	Digital Risk, LLC		Subsidiary	100
25	Digital Risk Mortgage Services,		Subsidiary	100
26	Digital Risk Valuation Services,		Subsidiary	100
27	Investor Services, LLC		Subsidiary	100

28	Stelligent Systems LLC		Subsidiary	100
29	Datalytx Limited		Subsidiary	100
30	Datalytx MSS Limited		Subsidiary	100
31	Dynamyx Limited		Subsidiary	100
32	Mphasis Digi Information Tech		Subsidiary	100
33	Blink Interactive, Inc.		Subsidiary	100
34	Redshift Digital, Inc.		Subsidiary	100
35	Mrald Limited		Subsidiary	51
36	Mrald Services Limited		Subsidiary	100
37	Mphasis Solutions Services Co		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	245,000,000	187,837,316	187,817,716	187,817,716
Total amount of equity shares (in Rupees)	2,450,000,000	1,878,373,160	1,878,177,160	1,878,177,160

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	245,000,000	187,837,316	187,817,716	187,817,716
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,450,000,000	1,878,373,160	1,878,177,160	1,878,177,160

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	72,058	186,969,975	187042033	1,870,420,3	1,870,420,	
Increase during the year	0	783,148	783148	7,831,480	7,831,480	433,939,220
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	775,683	775683	7,756,830	7,756,830	433,939,220
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		7,465	7465	74,650	74,650	0
DEMATERIALISATION						
Decrease during the year	7,465	0	7465	74,650	74,650	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0

iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	7,465		7465	74,650	74,650	
DEMATERIALIZATION						
At the end of the year	64,593	187,753,123	187817716	1,878,177,1	1,878,177,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	
-						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	
-						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE356A01018

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="05/08/2021"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="65"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="S004175"/>
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Transferor's Name	<input type="text" value="Chakraborty"/>	<input type="text"/>	<input type="text" value="Sutapa"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="B001971"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="BCP Topco IX Pte. Ltd"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

73,895,547,713.48

(ii) Net worth of the Company

44,476,494,199.31

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	104,799,642	55.8	0	
10.	Others -	0	0	0	
	Total	104,799,642	55.8	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	6,683,556	3.56	0	
	(ii) Non-resident Indian (NRI)	1,499,397	0.8	0	
	(iii) Foreign national (other than NRI)	61,321	0.03	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	6,673,879	3.55	0	
4.	Banks	39	0	0	
5.	Financial institutions	373,000	0.2	0	
6.	Foreign institutional investors	1,202	0	0	
7.	Mutual funds	25,210,750	13.42	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,569,937	0.84	0	
10.	Others Clearing Members, IEPF, NB	40,944,993	21.8	0	
	Total	83,018,074	44.2	0	0

Total number of shareholders (other than promoters)

126,894

**Total number of shareholders (Promoters+Public/
Other than promoters)**

126,895

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EATON VANCE TRUST				1,202	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	65,809	126,894
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	4	0	4	0	0
B. Non-Promoter	1	3	1	7	0	0
(i) Non-Independent	1	0	1	3	0	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	11	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Davinder Singh Brar	00068502	Director	28	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Narayanan Kumar	00007848	Director	0	
Jan Kathleen Hier	07360483	Director	0	
Nitin Rakesh	00042261	Managing Director	0	
Amit Dixit	01798942	Director	0	
Amit Dalmia	05313886	Director	0	
David Lawrence Johnson	07593637	Director	0	
Marshall Jan Lux	08178748	Director	0	
Maureen Anne Erasmus	09419036	Additional director	0	
Kabir Mathur	08635072	Additional director	0	
Pankaj Sood	05185378	Additional director	0	
Courtney Karlan della C	09380419	Additional director	0	
Manish Dugar	ADTPD5807C	CFO	6,000	
Subramanian Narayan	ARBPS9233K	Company Secretary	3,672	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Nitin Rakesh	00042261	Managing Director	01/10/2021	Appointed as Managing Director and
Kabir Mathur	08635072	Additional director	20/12/2021	Appointed as Additional Director
Pankaj Sood	05185378	Additional director	20/12/2021	Appointed as Additional Director
Courtney Karlan della C	09380419	Additional director	20/12/2021	Appointed as Additional Director
Maureen Anne Erasmus	09419036	Additional director	20/12/2021	Appointed as Additional Director

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2021	95,416	76	56.08

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2021	8	8	100
2	13/05/2021	8	8	100
3	22/07/2021	8	8	100
4	31/08/2021	8	8	100
5	21/10/2021	8	8	100
6	20/01/2022	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	13/05/2021	4	4	100
2	Audit Committee	21/07/2021	4	3	75
3	Audit Committee	31/08/2021	4	4	100
4	Audit Committee	20/10/2021	4	4	100
5	Audit Committee	17/11/2021	4	4	100
6	Audit Committee	19/01/2022	4	4	100
7	Nomination and Remuneration Committee	05/05/2021	4	4	100
8	Nomination and Remuneration Committee	31/08/2021	4	4	100
9	Nomination and Remuneration Committee	21/10/2021	4	4	100
10	CSR Committee	05/05/2021	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/07/2022
								(Y/N/NA)
1	Davinder Sing	6	6	100	15	15	100	Yes
2	Narayanan Ku	6	6	100	11	11	100	Yes
3	Jan Kathleen I	6	6	100	9	9	100	Yes
4	Nitin Rakesh	6	6	100	8	8	100	Yes
5	Amit Dixit	6	6	100	9	8	88.89	Yes
6	Amit Dalmia	6	6	100	8	4	50	No
7	David Lawrence	6	6	100	5	5	100	Yes
8	Marshall Jan L	6	6	100	2	2	100	Yes
9	Maureen Anne	1	0	0	0	0	0	Yes
10	Kabir Mathur	1	1	100	0	0	0	Yes
11	Pankaj Sood	1	1	100	0	0	0	Yes
12	Courtney Karl	1	1	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Nitin Rakesh	CEO and Manag	46,989,849	0	238,424,952	65,989,686	351,404,487
	Total		46,989,849	0	238,424,952	65,989,686	351,404,487

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manish Dugar	CFO	20,346,492	0	12,550,035	12,063,375	44,959,902

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Subramanian Naray	Company Secre	4,157,784	0	1,535,626	2,477,963	8,171,373
	Total		24,504,276	0	14,085,661	14,541,338	53,131,275

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Davinder Singh Bra	ndependent Dire	0	6,215,000	0	0	6,215,000
2	Narayanan Kumar	ndependent Dire	0	5,640,000	0	0	5,640,000
3	Jan Kathleen Hier	ndependent Dire	0	5,315,000	0	0	5,315,000
4	David Lawrence Joh	Non-Independen	0	4,975,000	0	0	4,975,000
5	Marshall Jan Lux	Non-Independen	0	4,900,000	0	0	4,900,000
6	Maureen Anne Eras	ndependent Dire	0	1,244,658	0	0	1,244,658
	Total		0	28,289,658	0	0	28,289,658

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K RAJSHEKAR

Whether associate or fellow

Associate Fellow

Certificate of practice number

2468

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

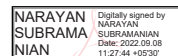
Director

 Digitally signed by NITIN RAKESH
Date: 2022.09.08 11:26:24 +05'30'

DIN of the director

00042261

To be digitally signed by

 Digitally signed by NARAYAN SUBRAMANIAN
Date: 2022.09.08 11:27:44 +05'30'

Company Secretary

Company secretary in practice

Membership number

16354

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8 Certificate -2022.pdf Letter to MCA - 31-March-2022.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Mphasis Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act;

 - 2. maintenance of registers / records & making entries therein within the time prescribed therefor;

 - 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

 - 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

 - 5. closure of Register of Members / Security holders, as the case may be;

6. advances / loans to its directors and / or persons or firms or companies referred in section 185 of the Act;
7. contracts / arrangements with related parties as specified in section 188 of the Act; *Transactions with related parties were on arm's length basis and disclosures in this regard have been made in the Director's Report.*
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital / conversion of shares/ securities and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. declaration/ payment of dividend; transfer of unpaid / unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; *There were no instances referred to in this point, necessitating compliance under the Act.*
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; *There were no instances referred to in this point, necessitating compliance under the Act.*
15. acceptance/ renewal/ repayment of deposits; *The Company has not accepted any public deposits.*

16. borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; *There were no instances referred to in this point, necessitating compliance under the Act.*

Place: Bengaluru

Date: 7th September, 2022

UDIN: F004078D000933094

Signature: Rajshekar

Digitally signed by
Rajshekar
Date: 2022.09.07
14:21:46 +05'30'

Name of Company Secretary in practice: K RAJSHEKAR

C.P. No. : 2468

Peer Review Cert#: 1094/2021

Note: My comments are stated in italics in blue at the relevant place(s).

7 September 2022

Ministry of Corporate Affairs
E-Governance Cell
"A" Wing, Shastri Bhawan,
Rajendra Prasad Road,
New Delhi – 110 001

Dear Sir,

Sub.: Annual Return (MGT-7) for the financial year ended 31 March 2022

With reference to the Annual Return (MGT-7) for the financial year ended 31 March 2022 we wish to provide the following regarding the Committee meetings of the Board of Directors of the Company held during the financial year ended 31 March 2022:

Sl. No	Type of meeting (Name of the Committee)	Date of meeting	Total number of members as on the date of the meeting	Attendance	
				Number of members attended	As a % of total members
1	Audit Committee Meeting	13/05/2021	4	4	100
2	Audit Committee Meeting	21/07/2021	4	3	75
3	Audit Committee Meeting	31/08/2021	4	4	100
4	Audit Committee Meeting	20/10/2021	4	4	100
5	Audit Committee Meeting	17/11/2021	4	4	100
6	Audit Committee Meeting	19/01/2022	4	4	100
7	Nomination and Remuneration Committee Meeting	05/05/2021	4	4	100
8	Nomination and Remuneration Committee Meeting	31/08/2021	4	4	100
9	Nomination and Remuneration Committee Meeting	21/10/2021	4	4	100
10	CSR Committee Meeting	05/05/2021	4	4	100
11	CSR Committee Meeting	26/10/2021	4	3	75
12	CSR Committee Meeting	19/01/2022	4	4	100
13	Stakeholders Relationship Committee Meeting	26/10/2021	3	2	67
14	Risk Governance and Management Committee Meeting*	05/05/2021	7	7	100
15	Risk Governance and Management Committee Meeting*	26/10/2021	7	6	86

Contact Us:
T : +91 080 6750 1000
E : investor.relations@mphasis.com

www.mphasis.com

Mphasis Limited
Registered Office:
Bagmane World Technology Centre,
Marathahalli Outer Ring Road, Doddanakundi Village,
Mahadevapura, Bangalore 560 048, India
CIN: L30007KA1992PLC025294



Sl. No	Type of meeting (Name of the Committee)	Date of meeting	Total number of members as on the date of the meeting	Attendance	
				Number of members attended	As a % of total members
16	Treasury and Operations Committee Meeting	05/05/2021	3	3	100
17	Treasury and Operations Committee Meeting	26/10/2021	3	2	67

* The members of Risk Governance and Management Committee includes Senior Executives of the Company and their attendance is also considered for this purpose.

Sl. No. 1 to 10 have been already included in the e-Form MGT-7 under IX (C) Committee Meetings.

The remaining Committee Meetings held during the financial year 2021-22 are provided in Sl. No. 11 to 17. This information is being provided as the form MGT-7 does not have the provision to report the Committee Meetings details beyond 10 numbers.

We request you to kindly take the information on record along with the MGT-7 filed for the year ended 31 March 2022.

Thanking You,

Yours faithfully,

For Mphasis Limited



Subramanian Narayan
Senior Vice President and Company Secretary



MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7****SRN :** F24173742**Service Request Date :** 08/09/2022**Payment made into :** ICICI Bank**Received From :****Name :** PADMAJA PRABHAKAR**Address :** Mphasis Limited

Bagmane World Technology Center Marathalli Outer Ring Rd,Doddanekundi Village,

Mahadevapura Bangalore, Karnataka

India - 560048

Entity on whose behalf money is paid**CIN:** L30007KA1992PLC025294**Name :** MPHASIS LIMITED**Address :** BAGMANE WORLD TECHNOLOGY CENTER, MARATHALLI OUTER

RING ROAD, DODDANNAKHUNDHI VILLAGE, MAHA DEVAPURA

BANGALORE, Karnataka

India - 560048

Full Particulars of Remittance**Service Type:** eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2022	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- ICICI Bank**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)