



11 July 2019

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 the Listing Regulations for the quarter ended 30 June 2019.

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
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Subramanian Narayan
Vice President and Company Secretary

Encl.- As above

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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited
 2. Quarter ending : 30 June 2019

I. Composition of Board of Directors								
Title Mr./ Mrs	Name of the Director	PAN ¹ & DIN	Category ² (Chairperson/Executive /Non-Executive/ Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure ^{3 &4}	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 January 2017	NA	1	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/ Independent	1 October 2014	57 months	3	4	2
Mr.	Narayanan Kumar	DIN: 00007848	Independent	1 April 2014	63 months	7	3	4
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11 December 2015	42 months 21 days	1	1	-
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	1 September 2016	NA	1	-	-
Mr.	Paul James Upchurch	DIN: 07593638	Non-Executive	1 September 2016	NA	1	-	-
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	7 August 2018	NA	1	-	-
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	1 September 2016	NA	2	2	-
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	1 September 2016	NA	2	2	-

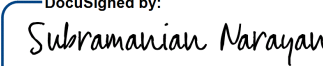
1. PAN number of any director would not be displayed on the website of Stock Exchange.

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 30 June 2019.

II. Composition of Committees			
Name of Committee	Name of Committee members	Category¹ (Chairperson/Executive/Non-Executive/independent/Nominee)	
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	Mr. Amit Dalmia Mr. Nitin Rakesh Mr. Narayanan Kumar Mr. David Lawrence Johnson Mr. Marshall Jan Lux Mr. Suryanarayanan V* Mr. Eric Winston* <i>*Senior Executives of the Company</i>	Chairperson-Non-Executive Director CEO and Executive Director Independent Director Non-Executive Director Non-Executive Director Executive Vice President and Chief Financial Officer Executive Vice President, General Counsel, Chief Ethics and Compliance Officer	
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			
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	Maximum gap between any two consecutive (in number of days)	
24 January 2019 14 March 2019	27 and 28 May 2019	24 January 2019 to 14 March 2019 – 48 Days 14 March 2019 to 27 May 2019 – 73 Days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 27 May 2019	Yes	24 January 2019	24 January 2019 to 27 May 2019 – 122 days

Nomination and Remuneration committee : 27 May 2019	Yes	24 January 2019	24 January 2019 to 27 May 2019 – 122 days
*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			
Subject	Compliance status (Yes/No/NA) refer note below		
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		
<p>Note</p> <p>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.</p> <p>2 If status is “No” details of non-compliance may be given here.</p>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) –<i>Not Applicable</i> <p>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.</p> <p>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.</p> <p>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:</p> <p><u>The Corporate Governance Report for the quarter and financial year ended 31 March 2019 was placed before the Board of Directors at their meeting held on 27 May 2019 and there was no comments/observations from the Board on the same.</u></p>			
For Mphasis Limited			
<p>DocuSigned by:</p> <p></p> <p>Subramanian Narayan Vice President and Company Secretary</p>			

Note: Information at Table I and II above need to be necessarily given in 1st 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.