

**General information about company**

Scrip code	526299
NSE Symbol	MPHASIS
MSEI Symbol	NOT LISTED
ISIN	INE356A01018
Name of the entity	Mphasis Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of Board Of Directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1. Mr. Nitin Rakesh	AACPR4355D	00042261	Executive Director	NA	CEO	27- 12- 1971	29-01-2017	NA	NA		1	0	1	0	NA	NA
2. Mr. Davinder Singh Brar	AAGPB0665A	00068502	Non- Executive – Independent Director	Chairperson	Shareholder Director	21- 08- 1952	01-10-2014	01-10-2019	NA	60	4	4	5	2	-do-	-do-
3. Mr. Narayanan Kumar	AABPK2741B	00007848	Non- Executive – Independent Director	NA	Shareholder Director	28- 01- 1950	01-04-2014	01-04-2019	NA	66	6	6	3	4	-do-	-do-
4. Ms. Jan Zathleen Hier	ZZZZZ9999Z	07360483	Non- Executive – Independent Director	NA	Shareholder Director	30- 12- 1954	11-12-2015	NA	NA	45	1	1	1	0	Foreign Director	-do-
5. Mr. David Lawrence Johnson	ZZZZZ9999Z	07593637	Non- Executive – Non Independent Director	NA	NA	27- 11- 1953	01-09-2016	NA	NA	-	1	0	0	0	Foreign Director	-do-
6. Mr. Paul James Upchurch	ZZZZZ9999Z	07593638	Non- Executive – Non Independent Director	NA	NA	05- 11- 1968	01-09-2016	NA	NA	-	1	0	0	0	Foreign Director	-do-
7. Mr. Marshall Jan Lux	ZZZZZ9999Z	08178748	Non- Executive – Non Independent Director	NA	NA	22- 02- 1960	07-08-2018	NA	NA	-	1	0	0	0	Foreign Director	-do-
8. Mr. Amit Dixit	AHXPDP7229A	01798942	Non- Executive – Non Independent Director	NA	NA	26- 01- 1973	01-09-2016	NA	NA	-	3	0	2	0	NA	-do-
9. Mr. Amit Dalmia	ACOPD4357P	05313886	Non- Executive - Non Independent Director	NA	NA	30-10-1975	01-09-2016	NA	NA	-	2	0	2	0	NA	-do-

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## II. Composition of Committees

### Name of the Committee: Audit Committee Details

Whether the Audit Committee has a Regular Chairperson : Yes

Sr.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00007848	Mr. Narayanan Kumar	Non-Executive - Independent Director	Chairperson	15-02-2013	-	
2	00068502	Mr. Davinder Singh Brar	Non-Executive - Independent Director	Member	08-04-2004	-	
3	01798942	Mr. Amit Dixit	Non-Executive - Non Independent Director	Member	01-09-2016	-	
4	07360483	Ms. Jan Kathleen Hier	Non-Executive - Independent Director	Member	11-12-2015	-	

### Name of the Committee: Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07360483	Ms. Jan Kathleen Hier	Non-Executive - Independent Director	Chairperson	11-12-2015	-	
2	00068502	Mr. Davinder Singh Brar	Non-Executive - Independent Director	Member	08-04-2004	-	
3	01798942	Mr. Amit Dixit	Non-Executive - Non Independent Director	Member	01-09-2016	-	
4	07593637	Mr. David Lawrence Johnson	Non-Executive - Non Independent Director	Member	01-09-2016	-	

### Name of the Committee: Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00068502	Mr. Davinder Singh Brar	Non-Executive - Independent Director	Chairperson	27-06-2006	-	
2	00042261	Mr. Nitin Rakesh	Executive Director	Member	27-01-2017	-	
3	05313886	Mr. Amit Dalmia	Non-Executive – Non Independent Director	Member	01-09-2016	-	

## II. Composition of Committees

### Name of the Committee: Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00042261	Mr. Nitin Rakesh	Executive Director	Member	24-01-2019	-	
2	00007848	Mr. Narayanan Kumar	Non-Executive - Independent Director	Member	24-01-2019	-	
3	07593637	Mr. David Lawrence Johnson	Non-Executive - Non Independent Director	Member	24-01-2019	-	
4	05313886	Mr. Amit Dalmia	Non-Executive - Non Independent Director	Chairperson	24-01-2019	-	
5	08178748	Mr. Marshall Jan Lux	Non-Executive-Non Independent Director	Member	24-01-2019	-	
6	05187922	Mr. Venkatasubramanian Suryanarayanan	Member	Member	24-01-2019	-	
7	99999999	Mr. Eric Winston	Member	Member	24-01-2019	-	

### Name of the Committee: Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00007848	Mr. Narayanan Kumar	Non-Executive – Independent Director	Chairperson	13-03-2014	-	
2	00068502	Mr. Davinder Singh Brar	Non-Executive - Independent Director	Member	13-03-2014	-	
3	05313886	Mr. Amit Dalmia	Non-Executive - Non Independent Director	Member	01-09-2016	-	
4	00042261	Mr. Nitin Rakesh	Executive Director	Member	27-01-2017	-	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00007848	Mr. Narayanan Kumar	ESOP Compensation Committee	Non Executive Independent Director	Chairperson	
2	00068502	Mr. Davinder Singh Brar	ESOP Compensation Committee	Non Executive Independent Director	Member	
3	01798942	Mr. Amit Dixit	ESOP Compensation Committee	Non Executive Non Independent Director	Member	
4	00068502	Mr. Davinder Singh Brar	Treasury and Operations Committee	Non Executive Independent Director	Chairperson	
5	00042261	Mr. Nitin Rakesh	Treasury and Operations Committee	Executive Director	Member	
6	05313886	Mr. Amit Dalmia	Treasury and Operations Committee	Non Executive Non Independent Director	Member	
7	00042261	Mr. Nitin Rakesh	Share Transfer Committee	Executive Director	Member	
8	00068502	Mr. Davinder Singh Brar	Share Transfer Committee	Non Executive Independent Director	Member	
9	05313886	Mr. Amit Dalmia	Share Transfer Committee	Non Executive Non Independent Director	Member	

**Annexure 1**

**III. Meeting of Board of Directors**

**Disclosure of notes on meeting of board of directors explanatory**

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	27-05-2019				Yes	9	3
2		25-07-2019	58		Yes	9	3

**IV. Meeting of committees : Audit Committee**

**Disclosure of notes on meeting of committees explanatory**

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	27-05-2019				Yes	3	3
2		25-07-2019	58		Yes	3	3

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee</b> (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

For **Mphasis Limited**

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**Subramanian Narayan**

**Vice President and Company Secretary**

**Place : Bengaluru**

**Date : 14 October 2019**

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Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided			NA	

For **Mphasis Limited**

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**Subramanian Narayan**

**Vice President and Company Secretary**

**Place : Bengaluru**

**Date : 14 October 2019**

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