

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited  
 2. Quarter ending : 30<sup>th</sup> September 2018

Title Mr./Mrs	Name of the Director	PAN <sup>1</sup> & DIN	Category <sup>2</sup> (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /Cessation	Tenure <sup>3 &amp; 4</sup>	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. 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 :AACPR4355D	Executive	29 Jan 2017	NA	1	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/ Independent	1 Oct 2014	4 Years	3	5	1
Mr.	Narayanan Kumar	DIN:00007848	Independent	1 Apr 2014	4 years, 6 Months	7	3	4
Ms.	Jan Kathleen Hier	DIN:07360483	Independent	11 Dec 2015	2 Years, 9 months 21 days	1	1	-
Mr.	David Lawrence Johnson	DIN:07593637	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Paul James Upchurch	DIN:07593638	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Marshall Jan Lux	DIN:08178748	Non-Executive	7 Aug 2018 (Appointment)	NA	1	-	-
Mr.	Dario Zamarian	DIN: 07599359	Non-Executive	6 Aug 2018 (Cessation)	NA	1	-	-
Mr.	Amit Dixit	DIN:01798942	Non-Executive	1 Sept 2016	NA	2	2	-
Mr.	Amit Dalmia	DIN:05313886	Non-Executive	1 Sept 2016	NA	2	3	-

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 September 2018.

<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category<sup>1</sup> (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	
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 (if applicable)	NA	NA	
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			
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
10 May 2018	7 August 2018	10 May 2018 to 7 August 2018 – 88 days	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee : 7 August 2018	Yes	10 May 2018	88 days
Nomination and Remuneration committee: : NIL	NA	10 May 2018	NA
*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**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <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 Audit Committee	Yes

**Note**

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 100 listed entities) –*Not 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 30 June 2018 was placed before the Board of Directors at their meeting held on 7 August 2018 and there was no comments/observations from the Board on the same.

**For Mphasis Limited**

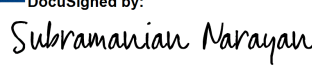


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**Subramanian Narayan**  
**Vice President and Company Secretary**

**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.

## ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>For Mphasis Limited</b></p> <p>DocuSigned by:    864FB8DBFAE44A7...</p>  <p>DS  </p> <p><b>Subramanian Narayan</b>  <b>Vice President and Company Secretary</b>  Bengaluru  11 October 2018</p>		