



29 April 2025

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended **31 March 2025**.

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

Signed by:
Mayank Verma
0060FA91B4D8429...



Mayank Verma
Senior Vice President and Company Secretary

Encl.- As above

DS
PRK

Contact Us:
T : +91 080 67501000
F : +91 080 66959943
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

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited
 2. Quarter ending : 31 March 2025

I. Composition of Board of Directors

Title Mr./Mrs.	Name of the Director	PAN ¹ & DIN	Category ² (Chairperson/Executive/Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ^{3 & 4}	Date of Birth	Whether special resolution passed? [Refer Reg.17(1A) of Listing Regulations]	Date of passing special resolution	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) ⁵	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for cessation
Mr.	Nitin Rakesh	DIN: 00042261	Executive	29-01-2017	01-10-2021	-	NA	27-12-1971	NA	-	1	-	1	-	
Ms.	Jan Kathleen Hier	DIN: 07360483	Chairperson/Independent	11-12-2015	11-12-2020	-	111.20 months	30-12-1954	NA	-	1	1	-	-	
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	39.11 months	05-06-1960	NA	-	1	1	1	1	
Mr.	Sunil Gulati	DIN: 10473127	Independent	01-04-2024	01-04-2024	-	12 months	30-07-1959	NA	-	1	1	2	1	
Mr.	Girish Paranjpe	DIN: 02172725	Independent	01-10-2024	01-10-2024	-	6 months	20-03-1958	NA	-	3	3	5	3	
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	25-07-2024	-	NA	27-11-1953	NA	-	1	-	-	-	
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	20-07-2023	-	NA	22-02-1960	NA	-	1	-	-	-	
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	20-07-2023	-	NA	26-01-1973	NA	-	3	-	-	-	
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	21-07-2022	-	NA	30-10-1975	NA	-	2	-	4	1	
Ms.	Courtney Karlan della Cava	DIN: 09380419	Non-Executive	20-12-2021	25-07-2024	-	NA	31-12-1969	NA	-	1	-	-	-	
Mr.	Kabir Mathur	DIN: 08635072	Non-Executive	20-12-2021	20-07-2023	-	NA	16-02-1979	NA	-	1	-	1	-	
Mr.	Pankaj Sood	DIN: 05185378	Non-Executive	20-12-2021	25-07-2024	-	NA	11-07-1975	NA	-	2	-	1	-	

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No

Whether any directors disqualified u/s 164 of Companies Act, 2013 - No

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 on 31 March 2025.

5. Number of membership in Audit/Stakeholder Committee(s) includes membership of committees of public limited companies/listed companies including Mphasis Limited.

II. Composition of Committees

Name of Committee	Whether regular chairperson appointed	Name of Committee Members		Category (chairperson/Executive/Non-Executive/independent/Nominee)\$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Maureen Anne Erasmus	Chairperson	Independent Director	01-04-2023	
		Mr. Girish Paranjpe	Member	Independent Director	01-10-2024	
		Mr. Sunil Gulati	Member	Independent Director	01-04-2024	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-04-2023	
2. Nomination & Remuneration Committee	Yes	Ms. Sunil Gulati	Chairperson	Independent Director	01-10-2024	
		Mr. Jan Kathleen Hier	Member	Independent Director	11-12-2015	
		Mr. Amit Dixit	Member	Non-Executive Director	01-09-2016	
3. Risk Governance & Management Committee	Yes	Mr. Marshall Jan Lux	Chairperson	Non-Executive Director	24-01-2019	
		Ms. Maureen Anne Erasmus	Member	Independent Director	01-04-2023	
		Mr. Nitin Rakesh	Member	Executive Director	24-01-2019	
		Mr. David Lawrence Johnson	Member	Non-Executive Director	24-01-2019	
		Mr. Kabir Mathur	Member	Non-Executive Director	01-04-2023	
		Mr. Aravind Viswanathan *	Member	-	01-10-2024	
		Mr. Eric Winston*	Member	-	24-01-2019	
4. Stakeholders Relationship Committee	Yes	Mr. Sunil Gulati	Chairperson	Independent Director	01-10-2024	
		Mr. Nitin Rakesh	Member	Executive Director	27-01-2017	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-09-2016	
5. Corporate Social Responsibility Committee	Yes	Mr. Girish Paranjpe	Chairperson	Independent Director	01-10-2024	
		Mr. Sunil Gulati	Member	Independent Director	01-04-2024	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-09-2016	
		Mr. Nitin Rakesh	Member	Executive Director	27-01-2017	

\$ 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

*Senior Executives of the Company

II. 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	Whether requirement of Quorum met*	Total Number of Directors as on the date of meeting	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive Meetings (in number of days)
16 October 2024	-	-	-	-	-	-



Mphasis Limited

-	22 and 23 January 2025	Yes	12	11	4 [#]	97	
-	25 March 2025	Yes	12	12	4	61	
IV. Meetings of Committees – Audit Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
15 October 2024	-	-	-	-	-	-	-
13 November 2024	22 January 2025	Yes	4	3	2	69	-
Nomination & Remuneration Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
15 October 2024	-	-	-	-	-	-	-
Risk Governance & Management Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
15 October 2024	-	-	-	-	-	-	-
-	22 January 2025	Yes	5	5	1	98	2
Stakeholders Relationship Committee							
Date of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*	No. of members attending the meeting (other than Board of Directors)
15 October 2024	-	-	-	-	-	-	-
*to be filled in only for the current quarter meetings.							
[#] Mr. Sunil Gulati attended the Board Meeting on 23 January 2025.							

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 the 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. Details of cyber security incidence	
Subject	Compliance status (Yes/No)
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

VII. 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 1,000 listed entities) – *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 31 December 2024 was placed before the Board of Directors at their meeting held over 22 and 23 January 2025 and there were no comments/observations from the Board on the same.

For Mphasis Limited

Signed by:



0080FA91B4D8429...

Mayank Verma

Senior Vice President and Company Secretary



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.

Affirmations		
Sl. No.	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: <ul style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee 	Yes
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	Yes
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	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here	Not applicable

For Mphasis Limited

Signed by:

 0060FA91B4D8429...



Mayank Verma
 Senior Vice President and Company Secretary

Bengaluru
 29 April 2025

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Sl. No.	I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2025	Compliance status (Yes/No/NA) refer note below	
1.	Details of business	Yes	https://www.mphasis.com/home/corporate/about-mphasis.html
2.	Memorandum of Association and Articles of Association	Yes	https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html
3.	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.mphasis.com/home/corporate/investors.html
4.	Terms and conditions of appointment of independent directors	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/new-folder/Proforma%20of%20Letter%20of%20Appointment%20to%20Independent%20Directors.pdf
5.	Composition of various committees of board of directors	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/committee-composition.pdf
6.	Code of conduct of board of directors and senior management personnel	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Code%20of%20Conduct%20for%20Directors%20of%20Mphasis%20Limited.pdf
7.	Details of establishment of vigil mechanism / Whistle Blower policy	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/whistleblower-policy-v-16-01-may-2023.pdf
8.	Criteria of making payments to non-executive directors	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Directors%20Remuneration%20Policy.pdf
9.	Policy on dealing with related party transactions	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/mphasis-related-party-policy-2022.pdf
10.	Policy for determining 'material' subsidiaries	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy%20on%20Material%20Subsidiaries.pdf
11.	Details of familiarization programs imparted to independent directors	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Mphasis%20Orientation%20to%20Directors.pdf
12.	e-mail address for grievance redressal and other relevant details	Yes	https://www.mphasis.com/home/corporate/investors.html
13.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.mphasis.com/home/corporate/investors.html
14.	Financial results	Yes	https://www.mphasis.com/home/corporate/investors.html
15.	Shareholding pattern	Yes	https://www.mphasis.com/home/corporate/investors.html
16.	Details of agreements entered into with the media companies and/or their associates	NA	-
17.	(i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events. (iii) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls prior to beginning of such events.	Yes	https://www.mphasis.com/home/corporate/investors.html
18.	New name and the old name of the listed entity	NA	-
19.	Advertisements as per regulation 47 (1)	Yes	https://www.mphasis.com/home/corporate/investors.html

Sl. No.	I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2025	Compliance status (Yes/No/NA) refer note below	
20.	Credit rating or revision in credit rating obtained	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/intimation-of-credit-rating-december-2024.pdf
21.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/2024/subsidiaries-financials-2024.pdf
22.	Secretarial Compliance Report	Yes	https://www.mphasis.com/home/corporate/investors.html
23.	Materiality Policy as per Regulation 30(4)	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy-for-Fair-Disclosure-of-UPSI.pdf
24.	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under Regulation 30(5)	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy-for-Fair-Disclosure-of-UPSI.pdf
25.	Disclosures under regulation 30(8)	Yes	https://www.mphasis.com/home/corporate/investors.html
26.	Statements of deviation(s) or variation(s) as specified in Regulation 32	NA	NA
27.	Dividend Distribution policy as per Regulation 43A (1)	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Dividend%20Distribution%20Policy.pdf
28.	Annual Return as provided under section 92 of the Companies Act, 2013	Yes	https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/2024/annual-return-2024.pdf
29.	Employee Benefit Scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html
30.	Confirmation that the above disclosures are in a separate section as specified in regulation 46 (2)	Yes	https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html
31.	Compliance with regulation 46 (3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html
32.	Disclosures of notes on website in terms of Listing Regulations	NA	-

Sl. No.	II Annual Affirmations	Regulation Number	Compliance status (Yes/No/NA) refer note below
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
2.	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of Board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of Directorships	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18.	Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
19.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21.	Role of Nomination and Remuneration Committee	19(4)	
22.	Composition of Stakeholder Relationship Committee	20(1), (2) & (2A)	Yes
23.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24.	Role of Stakeholders Relationship Committee	20(4)	Yes
25.	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
26.	Meeting of Risk Management Committee	21(3A)	Yes
27.	Quorum of Risk Management Committee meeting	21(3B)	Yes
28.	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29.	Vigil Mechanism	22	Yes
30.	Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
31.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32.	Approval for material related party transactions	23(4)	NA
33.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
35.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36.	Alternate Director to Independent Director	25(1)	NA
37.	Maximum Tenure	25(2)	Yes
38.	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39.	Meeting of independent directors	25(3) & (4)	Yes
40.	Familiarization of independent directors	25(7)	Yes
41.	Declaration from Independent Director	25(8) & (9)	Yes
42.	Directors and Officers insurance	25(10)	Yes
43.	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
44.	Memberships in Committees	26(1)	Yes
45.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Sl. No.	II Annual Affirmations		
	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
47.	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
48.	Vacancies in respect Key Managerial Personnel	26A(1), 26A(2) & 26A(3)	Yes
Notes: 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. 3. If the Listed Entity would like to provide any other information the same may be indicated here.			
III Affirmations:			
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.			
For Mphasis Limited Signed by:   0060FA91B4D8429... Mayank Verma Senior Vice President and Company Secretary Bengaluru 29 April 2025			

Affirmations

Sl. No.	Particulars	Compliance status (Yes/No/NA)
1.	The Listed entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
2.	Any other information to be provided	Not applicable

For Mphasis Limited

Signed by:
Mayank Verma
0060FA91B4D8429...**Mayank Verma**
Senior Vice President and Company SecretaryBengaluru
29 April 2025

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Disclosure for the half year ending 31 March 2025

- I. Following are the details of loan or any other form of debt advanced by the Company directly or indirectly to:

Entity	Aggregate amount advanced during 1 October 2024 to 31 March 2025	(in ₹ Million)
		Balance outstanding at 31 March 2025
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs (including relatives) or any other entity controlled by them	Nil	Nil

- II. Following are the details of guarantee/ comfort letter (by whatever name called) provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount issued during 1 October 2024 to 31 March 2025	(in ₹ Million)
			Balance outstanding at 31 March 2025
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs (including relatives) or any other entity controlled by them	Nil	Nil	Nil

III. Following are the details of any security provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

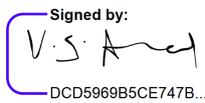
Entity	Type of security (Cash, shares etc.)	Aggregate value of security provided during 1 October 2024 to 31 March 2025	(in ₹ Million)
			Balance outstanding at 31 March 2025
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs (including relatives) or any other entity controlled by them	Nil	Nil	Nil

IV. Any other information which is to be highlighted in connection with the above:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Yes

For Mphasis Limited

Signed by:

 DCD5969B5CE747B...



Aravind Viswanathan
 Chief Financial Officer

Bengaluru
 29 April 2025

Note:

These disclosures exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- by a government company to/ for the Government or government company – **Not Applicable**
- by the Company to/for its subsidiary whose accounts are consolidated with the listed entity.
- by a banking company or an insurance company ; and - **Not Applicable**
- by the Company to its employees or directors as a part of the service conditions

Mphasis Limited

Annexure IV

Disclosure of Imposition of Fine or Penalty					
The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Sl. No.	Name of the Authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	Deputy Commissioner of Commercial Taxes (AUDIT)-5.10	GST order levying penalty	30-01-2025	Non payment of RCM liability	The Company will file appeal before GST appellate authority. No impact on Financial Statements for unadmitted penalty order for ₹ 713,607
2.	Office of the Assistant Commissioner- Nandambakkam Assessment Circle	GST order levying penalty	27-02-2025	ITC claimed from GST Registration cancelled dealers.	Company has accepted liability of ₹ 172,663 and paid the demand against order. No material impact on Financial statements
3.	Deputy Commissioner- Range 14, Noida	GST order levying penalty	11-02-2025	Excess claim of ITC.	The Company will file appeal before GST appellate authority. No impact on Financial Statements for unadmitted penalty order for ₹ 303,235

Disclosure of Updates to Ongoing Tax Litigation or Disputes				
The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Sl. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1.	Assessment Unit, Income Tax Department	07-03-2025	Received order under Section 143(3) r.w.s. 144B alongwith Notice of demand of ₹ 1,164.77 crore under section 156 of the Income-Tax Act, 1961 for the AY 2022-23. The order mainly contains income reported by the company in its return of income and the details of income assessed by the assessing officer. The order has made addition to taxable of income on account of allowance claimed by assessee on ESOP expense and subcontractor expenses paid to overseas associated enterprises without deduction of tax at source.	The case is pending with Assessment Unit, Income Tax Department.
2.	Office of the DCIT, International tax, Circle 1(1), Bangalore Income Tax Department	29-03-2025	Received order under Section Sec 201 and Sec 201(1A) alongwith Notice of demand of ₹ 232.37 crore under section 156 of the Income-Tax Act, 1961 for AY 2018-2019 & AY 2019-20 20. The order mainly contains demand of TDS on overseas payments to foreign associated Enterprises and interest thereon. The order has created demand on tax deductible at source on payment of subcontracting charges to overseas subsidiaries and Associated Enterprises.	The case is pending with Office of the DCIT, International tax, Circle 1(1), Bangalore Income Tax Department.

For Mphasis Limited

Signed by:
Mayank Verma
0060FA01B4D8420



Mayank Verma
Senior Vice President and Company Secretary
Bengaluru
29 April 2025