



1 October 2020

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 **30 September 2020**.

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 September 2020

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 Proviso to regulation 17A(1)]	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	29-01-2017	-	-	NA	27-12-1971	NA	-	1	-	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/Independent	01-10-2014	01-10-2019	-	72 months	21-08-1952	NA	-	4	4	7	2
Mr.	Narayanan Kumar	DIN: 00007848	Independent	01-04-2014	01-04-2019	-	78 months	28-01-1950	NA	-	6	6	6	4
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11-12-2015	-	-	57 months	30-12-1954	NA	-	1	1	1	-
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	-	-	NA	27-11-1953	NA	-	1	-	-	-
Mr.	Paul James Upchurch	DIN: 07593638	Non-Executive	01-09-2016	-	-	NA	05-11-1968	NA	-	1	-	-	-
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	-	-	NA	22-02-1960	NA	-	1	-	-	-
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	-	-	NA	26-01-1973	NA	-	3	-	2	-
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	-	-	NA	30-10-1975	NA	-	2	-	2	-
Whether Regular Chairperson appointed				- Yes										
Whether Chairperson is related to managing director or CEO				- 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 at 30 September 2020. 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	Mr. Narayanan Kumar	Chairperson	Independent Director	15-02-2013	
		Mr. Davinder Singh Brar	Member	Independent Director	08-04-2004	
		Mr. Amit Dixit	Member	Non-Executive Director	01-09-2016	
		Ms. Jan Kathleen Hier	Member	Independent Director	11-12-2015	
2. Nomination & Remuneration Committee	Yes	Ms. Jan Kathleen Hier	Chairperson	Independent Director	11-12-2015	
		Mr. Davinder Singh Brar	Member	Independent Director	08-04-2004	
		Mr. Amit Dixit	Member	Non-Executive Director	01-09-2016	
		Mr. David Lawrence Johnson	Member	Non-Executive Director	01-09-2016	
3. Risk Governance & Management Committee	Yes	Mr. Amit Dalmia	Chairperson	Non-Executive Director	24-01-2019	
		Mr. Nitin Rakesh	Member	Executive Director	24-01-2019	
		Mr. Narayanan Kumar	Member	Independent Director	24-01-2019	
		Mr. David Lawrence Johnson	Member	Non-Executive Director	24-01-2019	
		Mr. Marshall Jan Lux	Member	Non-Executive Director	24-01-2019	
		Mr. Manish Dugar*	Member	-	15-05-2020	
4. Stakeholders Relationship Committee	Yes	Mr. Davinder Singh Brar	Chairperson	Independent Director	27-06-2006	
		Mr. Nitin Rakesh	Member	Executive Director	27-01-2017	
		Mr. Amit Dalmia	Member	Non-Executive Director	01-09-2016	
§ 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						
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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)	
13 May 2020	23 July 2020	Yes	9	3	70	

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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
12 May 2020	22 July 2020	Yes	3	3	70
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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
12 May 2020	22 July 2020	Yes	4	2	70
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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
-	22 July 2020	Yes	7	1	-
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)	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days*
-	-	-	-	-	-
*to be filled in only for the current quarter meetings.					
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. 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 500 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 30 June 2020 was placed before the Board of Directors at their meeting held on 23 July 2020 and there were no comments/observations from the Board on the same.

For Mphasis Limited

DocuSigned by:



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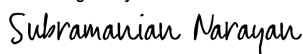

Subramanian Narayan**Vice President and Company Secretary**

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

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ANNEXURE II

II Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) 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
Presence of Chairperson of the Stakeholder Relationship 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>Note</p> <ol style="list-style-type: none"> 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. 		
<p>For Mphasis Limited</p> <p>DocuSigned by:  864FB8DBFAE44A7... </p> <p>Subramanian Narayan Vice President and Company Secretary Bengaluru 1 October 2020</p>		