



8 October 2024

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 2024**.

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*  
864FB8DBFAE44A7...



**Subramanian Narayan**  
**Senior 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 2024

**I. Composition of Board of Directors**

Title Mr./Mrs.	Name of the Director	PAN <sup>1</sup> & DIN	Category <sup>2</sup> (Chairperson/Executive/Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure <sup>3,8,4</sup>	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) <sup>5</sup>	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-xx-19xx	NA	-	1	-	1	-	
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/ Independent	01-10-2014	01-10-2019	30-09-2024	120 months	21-xx19xx	NA	-	2	2	4	2	Tenure Complete
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11-12-2015	11-12-2020	-	105.20 months	30-xx-19xx	NA	-	1	1	-	-	
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	33.11 months	05-xx-19xx	NA	-	1	1	1	-	
Mr.	Sunil Gulati	DIN: 10473127	Independent	01-04-2024	01-04-2024	-	6 months	30-xx-19xx	NA	-	1	1	1	-	
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	25-07-2024	25-07-2024	-	NA	27-xx-19xx	NA	-	1	-	-	-	
Mr.	Marshall Jan Lux	DIN: 08178748	Non-Executive	07-08-2018	20-07-2023	-	NA	22-xx-19xx	NA	-	1	-	-	-	
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	01-09-2016	20-07-2023	-	NA	26-xx-19xx	NA	-	4	-	-	-	
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	01-09-2016	21-07-2022	-	NA	30-xx-19xx	NA	-	2	-	4	1	
Ms.	Courtney Karlan della Cava	DIN: 09380419	Non-Executive	25-07-2024	25-07-2024	-	NA	31-xx-19xx	NA	-	1	-	-	-	
Mr.	Kabir Mathur	DIN: 08635072	Non-Executive	20-12-2021	20-07-2023	-	NA	16-xx-19xx	NA	-	1	-	1	-	
Mr.	Pankaj Sood	DIN: 05185378	Non-Executive	25-07-2024	25-07-2024	-	NA	11-xx-19xx	NA	-	3	-	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 30 September 2024.
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. Davinder Singh Brar	Member	Independent Director	08-04-2004	30-09-2024
		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. Jan Kathleen Hier	Chairperson	Independent Director	11-12-2015	
		Mr. Davinder Singh Brar	Member	Independent Director	08-04-2004	30-09-2024
		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. Manish Dugar*	Member	-	15-05-2020	16-08-2024
		Mr. Eric Winston*	Member	-	24-01-2019	
4. Stakeholders Relationship Committee	Yes	Mr. Davinder Singh Brar	Chairperson	Independent Director	27-06-2006	30-09-2024
		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*	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)
25 April 2024	25 July 2024	Yes	12	11	4	90
	16 August 2024	Yes	12	11	4	21

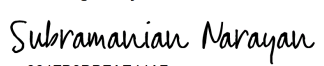
**IV. Meetings of Committees – Audit Committee**



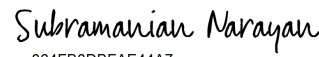

Mphasis Limited

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)
25 April 2024	-	-	-	-	-	-	-
12 June 2024	24 July 2024	Yes	4	4	2	41	-
	16 August 2024	Yes	4	4	2	22	-
<b>Nomination &amp; Remuneration Committee</b>							
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)
17 April 2024	16 August 2024	Yes	3	3	2	120	-
<b>Risk Governance &amp; Management Committee</b>							
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)
24 April 2024	24 July 2024	Yes	5	4	1	90	2
<b>Stakeholders Relationship Committee</b>							
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)
-	-	-	-	-	-	-	-
*to be filled in only for the current quarter meetings.							

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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) <small>refer note below</small></b>
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
<b>Note:</b> 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.	
<b>VI. Details of cyber security incidence</b>	
<b>Subject</b>	<b>Compliance status (Yes/No)</b>
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
<b>VII. Affirmations</b>	
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) – <i>Applicable</i> 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.  <u>The Corporate Governance Report for the quarter ended 30 June 2024 was placed before the Board of Directors at their meeting held on 25 July 2024 and there were no comments/observations from the Board on the same.</u>	
<b>For Mphasis Limited</b> DocuSigned by:  <b>Subramanian Narayan</b> <small>864FB8DBFAE44A7</small> <b>Senior Vice President and Company Secretary</b>	

**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.

<b>II Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b> 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.		
<b>For Mphasis Limited</b> DocuSigned by:  864FB8DBFAE44A7... <b>Subramanian Narayan</b> <b>Senior Vice President and Company Secretary</b> Bengaluru 8 October 2024 		



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**Annexure III**

**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 – 30 September 2024**

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

(in ₹ Million)

Entity	Aggregate amount advanced during 1 April 2024 to 30 September 2024	Balance outstanding at 30 September 2024
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 provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

(in ₹ Million)

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during 1 April 2024 to 30 September 2024	Balance outstanding at 30 September 2024
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



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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:

(in ₹ Million)

Entity	Type of security (Cash, shares etc.)	Aggregate amount advanced during 1 April 2024 to 30 September 2024	Balance outstanding at 30 September 2024
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 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. – **Not Applicable**

**For Mphasis Limited**

Signed by:  
  
  
**Aravind Viswanathan**  
**Chief Financial Officer**  
 Bengaluru  
 8 October 2024

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Note:

These disclosures exclude any loan (or other form of debt), guarantee / comfort 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

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