



20 May 2021

The Manager, Listing  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001

The Manager, Listing  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot No. c/1,  
G-Block, Bandra-Kurla Complex,  
MUMBAI – 400 051

Dear Sir/Madam,

**Sub: Disclosure of Related Party Transactions pursuant to Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Further to our letter dated 13 May 2021 regarding the adoption of financial results of the Company for the quarter and year ended 31 March 2021 and pursuant to Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we submit disclosure of Related Party Transactions for the year ended 31 March 2021, on consolidated basis, drawn in accordance with applicable accounting standards.


The aforesaid disclosure is also being hosted on the website of the Company at [www.mphasis.com](http://www.mphasis.com).

We request you to kindly take the above on your record as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

**For Mphasis Limited**

DocuSigned by:  
*Subramanian Narayan*  
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**Subramanian Narayan**  
**Senior Vice President and Company Secretary**

Encl: As above

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**Disclosure of Related Party Transactions on consolidated basis pursuant to Regulations 23(9) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

**ENTITIES WHERE CONTROL EXISTS**

Blackstone Capital Partners (Cayman II) VI L.P	Ultimate Holding Company
Blackstone Capital Partners (Singapore) VI Holding Co. Pte Ltd.	Intermediate Holding Company
Marble I Pte Limited	Intermediate Holding Company
Marble II Pte Limited	Holding Company

**KEY MANAGEMENT PERSONNEL**

Nitin Rakesh	Chief Executive Officer and Executive Director
Manish Dugar	Chief Financial Officer - Appointed w.e.f. 15 May 2020
Subramanian Narayan	Senior Vice President and Company Secretary
Davinder Singh Brar	Independent Director and Chairman of the Board
Narayanan Kumar	Independent Director
Jan Kathleen Hier	Independent Director
Amit Dixit	Director
Amit Dalmia	Director
David Lawrence Johnson	Director
Marshall Jan Lux	Director
Paul James Upchurch	Director - Resigned w.e.f. 31 December 2020
V. Suryanarayanan	Executive Vice President & Chief Financial Officer - Resigned w.e.f. 14 May 2020

Contact Us:

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E : investor.relations@mphasis.com

[www.mphasis.com](http://www.mphasis.com)

**Mphasis Limited**

Registered Office:

Bagmane World Technology Centre,  
Marathahalli Outer Ring Road, Doddanakundi Village,  
Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLC025294



The following is a summary of significant transactions with related parties by the group

(Amounts in Rs. millions)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
<b>Dividend paid (on cash basis)</b>	<b>3,301.75</b>	<b>2,628.30</b>
-Marble II PTE Ltd. [net of withholding taxes amounting to Rs. 366.80 million (31 March 2020: Rs. nil)]	3,301.19	2,627.58
- Others	0.56	0.72
<b>Remuneration to executive key management personnel*</b>	<b>189.26</b>	<b>186.12</b>
-Nitin Rakesh	115.96	122.81
-Others	73.30	63.31

\* This does not include remuneration paid to certain directors by the ultimate parent company and its affiliates as they are not employees of the Group. Post-employment benefit comprising gratuity and compensated absences have not been disclosed as these are determined for the Group as a whole.

Marble II Pte Ltd. ('Marble') (*being the Promoter of the Company*) has covered certain identified employees of the Group under an Exit Return Incentive Plan ('the ERI Plan') of Marble, under which Marble will make direct payments upon satisfaction of specified conditions therein, at Marble's discretion. The ERI Plan was approved by the Board of Directors of the Company on 25 May 2017 and the shareholders of the Company at the Annual General Meeting held on 26 July 2017, as required under Regulation 26(6) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There is no financial impact / burden to the Group for the payments to be made pursuant to the ERI Plan by Marble.

The balances receivable from and payable to related parties are as follows:

(Amounts in Rs. millions)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Remuneration/Commission payable to key management personnel</b>	<b>6.47</b>	<b>8.22</b>
Davinder Singh Brar	1.49	1.60
Narayanan Kumar	1.34	1.46
David Lawrence Johnson	1.20	1.28
Jan Kathleen Hier	1.27	1.38
Marshall Lux	1.17	1.25
Paul James Upchurch	-	1.25

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