



12 April 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 **31 March 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

DS  
PRK

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity : Mphasis Limited  
2. Quarter ending : 31 March 2024

I. Composition of Board of Directors															
Title Mr./Mrs	Name of the Director	PAN <sup>3</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>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	-	114 months	21-xx-19xx	NA	-	4	4	8	3	
Mr.	Narayanan Kumar	DIN: 00007848	Independent	01-04-2014	01-04-2019	31-03-2024	120 months	28-xx-19xx	NA	-	5	5	5	3	Tenure Completion
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11-12-2015	11-12-2020	-	99.20 months	30-xx-19xx	NA	-	1	1	-	-	
Ms.	Maureen Anne Erasmus	DIN: 09419036	Independent	20-12-2021	20-12-2021	-	27.11 months	05-xx-19xx	NA	-	1	1	1	-	
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	01-09-2016	21-07-2022	-	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	-	3	-	-	-	
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	20-12-2021	20-12-2021	-	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	-	-	-	
Mr.	Pankaj Sood	DIN: 05185378	Non-Executive	20-12-2021	20-12-2021	-	NA	11-xx-19xx	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 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	Mr. Narayanan Kumar	Chairperson	Independent Director	15-02-2013	31-03-2024
		Mr. Davinder Singh Brar	Member	Independent Director	08-04-2004	
		Ms. Maureen Anne Erasmus	Member	Independent Director	01-04-2023	
		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	
		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	
		Mr. Narayanan Kumar	Member	Independent Director	24-01-2019	31-03-2024
		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	
Mr. Eric Winston*	Member	-	24-01-2019			
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*	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)
18 and 19 October 2023	1 February 2024	Yes	12	12	4	105



Mphasis Limited

	28 March 2024	Yes	12	10	4	55	
<b>IV. Meetings of Committees – Audit Committee</b>							
<b>Date of meeting of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Total Number of Directors as on the date of meeting</b>	<b>Number of Directors Present*</b>	<b>Number of Independent Directors Present*</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
18 October 2023							
29 November 2023	1 February 2024	Yes	4	4	3	63	-
<b>Nomination &amp; Remuneration Committee</b>							
<b>Date of meeting of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Total Number of Directors as on the date of meeting</b>	<b>Number of Directors Present*</b>	<b>Number of Independent Directors Present*</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
18 October 2023	1 February 2024	Yes	3	3	2	105	-
<b>Risk Governance &amp; Management Committee</b>							
<b>Date of meeting of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Total Number of Directors as on the date of meeting</b>	<b>Number of Directors Present*</b>	<b>Number of Independent Directors Present*</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
18 October 2023	24 January 2024	Yes	6	6	2	97	2
<b>Stakeholders Relationship Committee</b>							
<b>Date of meeting of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Total Number of Directors as on the date of meeting</b>	<b>Number of Directors Present*</b>	<b>Number of Independent Directors Present*</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
18 October 2023	-	-	-	-	-	-	-

\*to be filled in only for the current quarter meetings.



Mphasis Limited

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <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 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.	
VI. Details of cyber security incidence	
Subject	Compliance status (Yes/No/NA)
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
Other details of cyber security incidence or breaches or loss of data event	-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	NA
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) – <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 31 December 2023 was placed before the Board of Directors at their meeting held on 1 February 2024 and there were no comments/observations from the Board on the same.</u>	
For Mphasis Limited	
<b>Subramanian Narayan</b> <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.

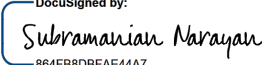
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
Sl. No.	I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2024		
	Item	Compliance status (Yes/No/NA) refer note below	
1.	Details of business	Yes	<a href="https://www.mphasis.com/home/corporate/about-mphasis.html">https://www.mphasis.com/home/corporate/about-mphasis.html</a>
2.	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/new-folder/Proforma%20of%20Letter%20of%20Appointment%20to%20Independent%20Directors.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/new-folder/Proforma%20of%20Letter%20of%20Appointment%20to%20Independent%20Directors.pdf</a>
3.	Composition of various committees of board of directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/committee-composition.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/committee-composition.pdf</a>
4.	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Code%20of%20Conduct%20for%20Directors%20of%20Mphasis%20Limited.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Code%20of%20Conduct%20for%20Directors%20of%20Mphasis%20Limited.pdf</a>
5.	Details of establishment of vigil mechanism / Whistle Blower policy	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/whistleblower-policy-v-16-01-may-2023.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/whistleblower-policy-v-16-01-may-2023.pdf</a>
6.	Criteria of making payments to non-executive directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Directors%20Remuneration%20Policy.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Directors%20Remuneration%20Policy.pdf</a>
7.	Policy on dealing with related party transactions	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/mphasis-related-party-policy-2022.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/mphasis-related-party-policy-2022.pdf</a>
8.	Policy for determining 'material' subsidiaries	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy%20on%20Material%20Subsidiaries.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy%20on%20Material%20Subsidiaries.pdf</a>
9.	Details of familiarization programs imparted to independent directors	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Mphasis%20-Orientation%20to%20Directors.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Mphasis%20-Orientation%20to%20Directors.pdf</a>
10.	e-mail address for grievance redressal and other relevant details	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
11.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
<b>Sl. No.</b>	<b>I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2024</b>		
12.	Financial results	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
13.	Shareholding pattern	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
14.	Details of agreements entered into with the media companies and/or their associates	NA	NA
15.	15.1 Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange  15.2 Audio or video recordings and transcripts of post earning or quarterly calls	Yes  Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>  <a href="https://www.mphasis.com/home/corporate/investors/earnings-call-new.html">https://www.mphasis.com/home/corporate/investors/earnings-call-new.html</a>
16.	New name and the old name of the listed entity	NA	NA
17.	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
18.	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="#">Credit Rating - October 2023 sig.pdf (mphasis.com)</a>
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/subsidiaries-financials-2023.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/subsidiaries-financials-2023.pdf</a>
20.	Secretarial Compliance Report	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
21.	Materiality Policy as per Regulation 30(4)	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy%20for%20fair%20disclosure%20of%20UPSI.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy%20for%20fair%20disclosure%20of%20UPSI.pdf</a>
22.	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under Regulation 30(5)	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy-for-Fair-Disclosure-of-UPSI.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Policy-for-Fair-Disclosure-of-UPSI.pdf</a>
23.	Disclosures under regulation 30(8)	Yes	<a href="https://www.mphasis.com/home/corporate/investors.html">https://www.mphasis.com/home/corporate/investors.html</a>
24.	Statements of deviation(s) or variation(s) as specified in Regulation 32	NA	NA
25.	Dividend Distribution policy as per Regulation 43A (1)	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Dividend%20Distribution%20Policy.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/policies/Dividend%20Distribution%20Policy.pdf</a>
26.	Annual Return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/annual-return-2023.pdf">https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/annual-reports/annual-return-2023.pdf</a>
27.	Confirmation that the above disclosures are in a separate section as specified in regulation 46 (2)	Yes	<a href="https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html">https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html</a>
28.	Compliance with regulation 46 (3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html">https://www.mphasis.com/home/corporate/investors/disclosure-under-regulation-46-sebi-regulations.html</a>

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
<b>Sl. No.</b>	<b>I. Disclosure on website in terms of Listing Regulations – Financial Year Ended 31 March 2024</b>		
29.	Disclosures of notes on website in terms of Listing Regulations	NA	NA

<b>II Annual Affirmations</b>			
<b>Sl. No.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	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)	Yes
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



Sl. No.	II Annual Affirmations		
	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48.	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
49.	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA
<p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> <li>If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>			
<b>III Affirmations:</b>			
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.			
<p><b>For Mphasis Limited</b></p> <p>DocuSigned by:    <small>864FB8DBFAE44A7...</small>  <b>Subramanian Narayan</b>  <b>Senior Vice President and Company Secretary</b>          Bengaluru          12 April 2024</p>			



Mphasis Limited

**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 – 31 March 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 October 2023 to 31 March 2024	Balance outstanding at 31 March 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 October 2023 to 31 March 2024	Balance outstanding at 31 March 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



Mphasis Limited

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 October 2023 to 31 March 2024	Balance outstanding at 31 March 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. - **Yes**

#### For Mphasis Limited

DocuSigned by:  
  
  
**Manish Dugar**  
**Chief Financial Officer**  
 Bengaluru  
 12 April 2024

#### 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;

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

\*\*\*

DS  
VF