



6 June 2019

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 Sirs,

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 27 May 2019 regarding the adoption of financial results of the Company for the year ended 31 March 2019 and pursuant to Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit disclosure of Related Party Transactions for FY19, 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 under the Investors section.

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

Yours faithfully,

For Mphasis Limited

DocuSigned by:

Subramanian Narayan

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Subramanian Narayan
Vice President and Company Secretary

Encl: As above





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
V. Suryanarayanan	Executive Vice President & Chief Financial Officer
Subramanian Narayan	Vice President & Company Secretary (Appointed w.e.f. 1 November 2017)
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
Paul James Upchurch	Director
David Lawrence Johnson	Director
Marshall Jan Lux	Director – Appointed w.e.f. 7 August 2018
Dario Zamarian	Director – Resigned w.e.f. 6 August 2018
A. Sivaram Nair	Executive Vice President, Company Secretary General Counsel & Ethics Officer (Resigned w.e.f..31 October 2017)

The following is the summary of significant transactions with related parties by the Group:

(Rs. million)

	Year ended 31 March 2019	Year ended 31 March 2018
Dividend paid (on cash basis)	2,025.08	1,984.19
Marble II Pte Limited	2,024.62	1,983.76
Others	0.46	0.43
Remuneration / Commission to key management personnel *	181.98	145.52
Nitin Rakesh **	120.79	86.14
Others	61.19	59.38

* This does not include remuneration paid to certain directors by the ultimate parent company and its affiliates as they are employees of the said companies.

** With effect from 16 October 2018, the Company has entered into an agreement with Mphasis Corporation, a wholly owned subsidiary, pursuant to which Nitin Rakesh has been deputed for a period of 12 months. Salaries and all other employee benefits (excluding the yearly bonus for the period from 1 April 2018 to 15 October 2018, which will be paid by Mphasis Limited) for Nitin Rakesh, for period from 16 October 2018 to 31 March 2019, amounting to Rs 41.74 million have been discharged by Mphasis Corporation. The agreement provides for automatic renewal, unless terminated by the Company. Accordingly, the managerial remuneration disclosed above includes such remuneration paid by Mphasis Corporation.



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



The balances receivable from and payable to Related Parties are as follows:

	As at 31 March 2019	As at 31 March 2018
Remuneration / Commission payable to key management personnel	8.11	5.10
Davinder Singh Brar	1.57	0.98
Narayanan Kumar	1.42	0.85
David Lawrence Johnson	1.28	0.83
Dario Zamarian	-	0.76
Jan Kathleen Hier	1.34	0.87
Paul James Upchurch	1.25	0.81
Marshall Lux	1.25	-

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