



4 May 2020

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: Annual Secretarial Compliance Report**

As per SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019, we enclose the Annual Secretarial Compliance Report of Mphasis Limited, dated May 2, 2020, for the year ended March 31, 2020, certified by Mr. S P Nagarajan, Practicing Company Secretary.

This is for your information and records.

Thanking you,  
For Mphasis Limited

DocuSigned by:

*Subramanian Narayan*

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**Subramanian Narayan**  
Vice President and Company Secretary

Encl: As above

DS  
*kk*

**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary Whole time Practice

S-818, Eighth Floor,  
South Block - Manipal Centre,  
47, Dickenson Road,  
Bangalore - 560 042  
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**SECRETARIAL COMPLIANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
**MPHASIS LIMITED**  
Bagmane World Technology Center,  
Marathahalli Outer Ring Road,  
Doddanakundi Village, Mahadevapura,  
Bangalore-560048

CIN of Company: L30007KA1992PLC025294  
Authorised Capital: Rs. 2,45,00,00,000/-

I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31<sup>st</sup> March 2020 for **MPHASIS LIMITED** ("the Company"). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

I have examined:

- (a) the documents and records made available to us and explanation provided by the Company,
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2020 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

- iii. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the circulars/guidelines issued thereunder, have been examined: -
- a) The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 were not applicable during the review period;
  - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  - d) The provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 were not applicable during the review period;
  - e) The provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f) The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the review period;
  - g) The provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 were not applicable during the review period;
  - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
  - i) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - j) The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 were not applicable during the review period;

**S.P. NAGARAJAN**  
Company Secretary

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Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that: -

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent as it appears from my examination of those records.
- c) There were no instances for actions to be taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:
- d) The Company was not required to take any action with regard to compliance with the observations made in previous reports as the same was not applicable.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial Compliance report for the year ended... (The years are to be mentioned)	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
Not Applicable				

<b>Place: Bangalore</b>	<b>Signature</b>	SUBRAMANIA : M PARASURAMA N NAGARAJAN	Digitally signed by SUBRAMANIAM PARASURAMAN NAGARAJAN Date: 2020.05.03 17:45:00 +05'30'
<b>Date : 02.05.2020</b>	<b>Name of the Company Secretary : S.P.NAGARAJAN</b>	<b>ACS Number</b>	<b>: 10028</b>
	<b>CP Number</b>		<b>: 4738</b>

**Note: The Audit was commenced in January 2020 and all the audit documents were obtained from the Company except compliance for the quarter January to March 2020. The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended by 19 days across the country to contain the spread of the virus. Due to COVID-19 pandemic impact, the compliance documents for the quarter January to March 2020 were obtained through electronic mode and verified with requirements.**