

23 January 2025

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: Integrated Filing (Financial) for the quarter and nine months ended 31 December 2024

Pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, read with BSE Circular No. 20250102-4 and NSE Circular No. NSE/CML/2025/02 dated January 2, 2025, we are submitting herewith the Integrated Filing (Financial) for the quarter and nine months ended 31 December 2024.

Further, the Integrated Filing (Financial) is also being uploaded on the Company's website: www.mphasis.com.

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

**Thanking you,
For Mphasis Limited**



**Aravind Viswanathan
Chief Financial Officer**

Encl: As above

Statement of Consolidated Audited Financial Results for the quarter and nine months ended 31 December 2024

Particulars	Audited					
	Quarter ended			Nine months ended		Year ended
	31 December 2024	30 September 2024	31 December 2023	31 December 2024	31 December 2023	31 March 2024
Revenue from operations	35,613.38	35,361.46	33,379.49	105,199.46	98,664.62	132,785.15
Other income	627.51	587.50	542.39	1,950.46	1,536.23	2,178.04
Total income (I)	36,240.89	35,948.96	33,921.88	107,149.92	100,200.85	134,963.19
Expenses						
Employee benefits expense	19,890.00	20,140.12	19,694.65	60,370.41	58,607.46	79,253.27
Finance costs	391.76	404.94	528.44	1,294.34	1,109.89	1,608.67
Depreciation and amortization expense	1,324.21	1,035.57	1,034.29	3,409.91	2,797.57	4,104.99
Other expenses	8,943.41	8,742.61	7,678.55	25,384.84	22,225.77	29,313.04
Total expenses (II)	30,549.38	30,323.24	28,935.93	90,459.50	84,740.69	114,279.97
Profit before tax (III) [(I)-(II)]	5,691.51	5,625.72	4,985.95	16,690.42	15,460.16	20,683.22
Tax expense						
Current tax	1,458.70	1,588.66	1,516.35	4,397.92	4,543.03	5,775.90
Deferred tax	(45.26)	(196.26)	(266.41)	(263.97)	(698.89)	(640.88)
Total tax expense	1,413.44	1,392.40	1,249.94	4,133.95	3,844.14	5,135.02
Profit for the period (A)	4,278.07	4,233.32	3,736.01	12,556.47	11,616.02	15,548.20
Other comprehensive income ('OCI')						
Items not to be reclassified to profit or loss in subsequent periods						
Re-measurement gains/ (losses) on defined employee benefit plans	(42.33)	(11.78)	(5.65)	(59.83)	(9.51)	179.47
Income tax effect on the above	10.70	(1.43)	1.88	14.54	4.10	(77.47)
Items to be reclassified to profit or loss in subsequent periods						
Exchange differences on translation of financial statements of foreign operations	49.64	528.06	209.71	578.37	450.04	375.11
Net change in fair value of derivatives designated as cash flow hedges	(774.77)	(317.54)	247.09	(886.21)	935.74	1,210.72
Income tax effect on fair value of derivatives designated as cash flow hedges	194.99	79.92	(86.54)	223.04	(326.27)	(392.36)
Net change in fair value of investments in debt instruments carried at fair value through OCI	(2.52)	7.00	1.45	10.56	(2.31)	0.14
Income tax effect on fair value of investments in debt instruments	0.32	(1.28)	(0.33)	(2.19)	0.45	(0.32)
Total OCI for the period, net of tax (B)	(563.97)	282.95	367.61	(121.72)	1,052.24	1,295.29
Total comprehensive income for the period (A+B)	3,714.10	4,516.27	4,103.62	12,434.75	12,668.26	16,843.49
Profit for the period attributable to:						
Equity owners of the Company	4,278.07	4,233.32	3,736.01	12,556.47	11,616.02	15,548.20
Non-controlling interests	-	-	-	-	-	-
	4,278.07	4,233.32	3,736.01	12,556.47	11,616.02	15,548.20
OCI for the period attributable to:						
Equity owners of the Company	(563.97)	282.95	367.61	(121.72)	1,052.24	1,295.29
Non-controlling interests	-	-	-	-	-	-
	(563.97)	282.95	367.61	(121.72)	1,052.24	1,295.29
Total comprehensive income for the period attributable to:						
Equity owners of the Company	3,714.10	4,516.27	4,103.62	12,434.75	12,668.26	16,843.49
Non-controlling interests	-	-	-	-	-	-
	3,714.10	4,516.27	4,103.62	12,434.75	12,668.26	16,843.49
Equity share capital	1,896.65	1,892.33	1,887.71	1,896.65	1,887.71	1,890.05
Other equity	88,841.90	84,799.88	81,571.18	88,841.90	81,571.18	86,055.95
Earnings per equity share (par value ₹ 10 per share)						
Basic (₹)	22.58	22.38	19.80	66.36	61.60	82.42
Diluted (₹)	22.41	22.18	19.64	65.88	61.16	81.83
Segment reporting						
Operating segments are defined as components of the Group for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and in assessing performance. The Group's Chief Operating Decision Maker ('CODM') is the Chief Executive Officer.						
The Group has identified business segments as reportable segments. The business segments identified are Banking and Financial Services, Logistics and transportation, Technology Media and Telecom, Insurance, and Others. In the previous year with effect from 1 April 2023, the Group re-organized the grouping of certain customers amongst operating segments in line with the go-to market strategy, as reviewed by the CODM. The revised segment results have been disclosed accordingly.						
CODM does not review assets and liabilities at reportable segments level, hence segment disclosures relating to total assets and liabilities have not been provided.						
	Quarter ended			Nine months ended		Year ended
	31 December 2024	30 September 2024	31 December 2023	31 December 2024	31 December 2023	31 March 2024
Segment revenue						
Banking and Financial Services	17,305.61	16,891.79	15,684.26	50,499.06	47,347.23	63,422.98
Logistics and Transportation	4,336.52	4,637.00	4,581.33	13,657.12	13,618.68	18,286.73
Technology Media and Telecom	6,029.56	5,820.19	5,219.07	17,339.37	15,848.58	21,297.61
Insurance	4,153.20	3,963.67	3,812.65	11,989.77	10,799.78	14,569.86
Others	3,739.77	3,973.14	4,209.39	11,573.47	11,575.57	15,762.87
Unallocated - hedge	48.72	75.67	(127.21)	140.67	(525.22)	(554.90)
Total segment revenue	35,613.38	35,361.46	33,379.49	105,199.46	98,664.62	132,785.15
Segment result						
Banking and Financial Services	4,693.44	4,544.05	4,361.24	13,460.20	12,030.51	16,305.16
Logistics and Transportation	1,601.80	1,489.36	1,535.44	4,603.46	4,215.11	5,757.79
Technology Media and Telecom	1,303.80	1,538.49	1,195.02	4,198.41	4,547.97	5,753.58
Insurance	1,285.17	1,267.29	1,298.49	3,876.90	2,907.55	4,054.85
Others	1,255.64	1,317.98	1,412.04	3,848.13	4,097.02	5,517.89
Unallocated - hedge	48.72	75.67	(127.21)	140.67	(525.22)	(554.90)
Total segment result	10,188.57	10,232.84	9,675.02	30,127.77	27,272.94	36,834.37
Finance costs	(391.76)	(404.94)	(528.44)	(1,294.34)	(1,109.89)	(1,608.67)
Other income	627.51	587.50	542.39	1,950.46	1,536.23	2,178.04
Other unallocable expenditure	(4,732.81)	(4,789.68)	(4,703.02)	(14,093.47)	(12,239.12)	(16,720.52)
Profit before taxation	5,691.51	5,625.72	4,985.95	16,690.42	15,460.16	20,683.22

Notes:

1 The financial results have been prepared on the basis of the audited condensed consolidated interim financial statements for the quarter ended 31 December 2024, which are prepared in accordance with the Indian Accounting standards (Ind AS) 34, Interim Financial Reporting specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 23 January 2025. The statutory auditors have expressed an unmodified audit opinion on these results.

2 Audited Financial Results of Mphasis Limited (Standalone information).

Particulars	Quarter ended			Nine months ended		Year ended
	31 December 2024	30 September 2024	31 December 2023	31 December 2024	31 December 2023	31 March 2024
Revenue from operations	23,498.56	23,546.85	22,226.27	70,227.30	68,376.94	90,929.71
Profit before tax	5,140.32	4,955.78	5,413.43	15,572.67	15,894.74	20,381.26
Profit after tax	3,764.27	3,721.48	4,017.50	11,632.70	11,478.68	14,461.37

The audited results of Mphasis Limited for the above mentioned periods are available on Company's website, www.mphasis.com and on the Stock Exchange websites, www.nseindia.com and www.bseindia.com. The information above has been extracted from the audited annual / condensed interim standalone financial statements as stated.

3 The Board of Directors at their meeting held on 25 April 2024 had proposed a final dividend of ₹ 55 per equity share for the year ended 31 March 2024 which has been approved by the shareholders at the Annual General Meeting held on 25 July 2024 and has been paid during the previous quarter.

4 On 23 June 2023, the Company through its wholly owned subsidiary, Mphasis Corporation, acquired the professional services business of Kore.ai (Kore). Kore provides an end-to-end, comprehensive AI powered "no-code" platform that serves as a secure foundation for enterprises to design, build, test, host and deploy AI-rich virtual assistants, process assistants and conversational digital apps across different digital and voice channels. For convenience purposes, the Group has consolidated the results of the professional services business of Kore in its consolidated financial statements with effect from 1 April 2023.

The Group will benefit from Kore's capabilities in professional services business. The acquisition was executed through an agreement for a cash consideration of ₹ 4,922.55 million (USD 60.00 million) payable over a 3 year period. Based on purchase price allocation carried out, the excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill.

The goodwill of ₹ 2,754.16 million comprises value of acquired workforce and expected synergies arising from the business combination. The identified intangible assets and goodwill are tax-deductible. Goodwill has been allocated to Artificial Intelligence (including KORE), being a Cash Generating Unit ("CGU").

5 On 1 July 2023, the Company through its wholly owned subsidiary, Mphasis Consulting Limited, obtained control of eBecs Limited and its subsidiaries ("eBecs") by acquiring 100% of its shares. eBecs, is a Microsoft Gold Partner delivering Microsoft Business Solutions and Managed Services globally. As one of the large Microsoft Dynamics partners in the UK and Ireland region, eBecs helps customers digitally transform their businesses, cut complexity and cost, improve customer service and drive growth.

The acquisition was executed through a share purchase agreement for a cash consideration of ₹ 1,439.14 million (USD 17.18 million). The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill.

Net assets acquired include trade receivables valued at ₹ 305.17 million. Trade receivables are expected to be collected in full. Goodwill of ₹ 1,275.40 million comprises value of acquired workforce and expected synergies arising from the acquisition. The customer relationships and goodwill are tax deductible. Goodwill has been allocated to MS Dynamics (including eBECs), being a CGU.

6 On 12 October 2023, the Company through its wholly owned subsidiary, Mphasis Corporation, obtained control of Sonnick Partners LLC and its subsidiaries ("Sonnick") by acquiring 100% of its shares. Sonnick is Salesforce service partner aligned to key industry verticals like financial services, healthcare, and media & entertainment. It guides clients through their digital transformation with consulting and advisory services, implementation, and managed services. The Group will benefit from Sonnick's expertise in Salesforce implementation and managed services business. For convenience purposes, the Group has consolidated the results of Sonnick in its consolidated financial statements with effect from 1 October 2023.

The acquisition was executed through a share purchase agreement for a cash consideration of ₹ 10,191.11 million (USD 122.41 million). The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. Net assets acquired include ₹ 847.34 million of cash and cash equivalents and trade receivables valued at ₹ 540.53 million. Trade receivables are expected to be collected in full. Goodwill of ₹ 7,453.98 million comprises value of acquired workforce and expected synergies arising from the acquisition. The intangibles and goodwill are tax deductible. Goodwill has been allocated to Sonnick, being a CGU. The fair value of contingent consideration linked to continuing employment is being accounted for as a post combination expense in the consolidated statement of profit and loss.

7 On 23 December 2021, the Company through its wholly owned subsidiary, Mphasis Consulting Limited, had entered into a Business venture agreement ("BVA") with Ardonagh Services Limited ("Ardonagh"), pursuant to which the Group and Ardonagh had agreed to set up a shared service entity, namely "Mrald" to service middle and back office services business of Ardonagh. On 31 December 2023, the Group completed the business combination pursuant to the BVA.

The BVA would provide enabling operational services and transformation for insurance intermediary services and reinsurance including client administration, payment processing, claims processing, procurement, data management and storage software management and network and security solution. The total purchase consideration paid to Ardonagh for this transaction amounted ₹ 317.15 million (GBP 3.00 million) and was fully discharged in cash. Based on purchase price allocation carried out, the excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. The goodwill of ₹ 169.87 million comprises value of acquired workforce and expected synergies arising from the business combination. The identified intangible assets and goodwill are tax-deductible. Goodwill has been allocated to Mrald, being a CGU.

8 On 10 October 2024, the Company through its wholly owned subsidiary, Mphasis Corporation obtained control over cyber security business of EDZ systems ("EDZ"), focused on servicing a strategic customer of the company. As part of this transaction, certain identified employees /subcontractors of EDZ were taken over and a revenue contract with an identified customer was novated to Mphasis Corporation. The Group will benefit from EDZ's capabilities in cybersecurity services business. The acquisition was executed for a consideration of ₹ 1,424.56 million (USD 17.00 million) is payable over a period of 16 months. The present value of which amounts to ₹ 1,396.03 million (USD 16.66 million). This is inclusive of a contingent consideration of ₹ 558.05 million (USD 6.66 million), payable subject to achieving certain defined milestones. The identified intangible assets are tax-deductible.

9 During the nine months ended 31 December 2023, contingent consideration amounting to ₹ 875.42 million which is no longer payable has been reversed.

10 With effect from 1 April 2024, the Company has recognised income tax expenses applying the provisions under section 115BAA of the Income-tax Act, 1961.

11 Subsequent Event:

On 9 January 2025, the Company through its wholly owned subsidiary, Mphasis Corporation entered into a framework agreement with tsQs Inc to acquire their software testing business focused on servicing an identified customer of the Group for a consideration of USD 27 million (including a contingent consideration of USD 15 million). As of the date of the Board approving the financial statements, the closing conditions have not been met and hence the acquisition has not been consummated.

By Order of the Board,
Mphasis Limited

Bengaluru
23 January 2025

Nitin Rakesh
Chief Executive Officer & Managing Director

Statement of Standalone Audited Financial Results for the quarter and nine months ended 31 December 2024

Particulars	Audited					
	Quarter ended			Nine months ended		Year ended
	31 December 2024	30 September 2024	31 December 2023	31 December 2024	31 December 2023	31 March 2024
Revenue from operations	23,498.56	23,546.85	22,226.27	70,227.30	68,376.94	90,929.71
Other income	451.95	402.71	330.03	1,343.90	936.02	1,352.75
Total income (I)	23,950.51	23,949.56	22,556.30	71,571.20	69,312.96	92,282.46
Expenses						
Employee benefits expense	6,954.80	7,013.59	6,657.79	20,812.13	20,570.95	27,604.73
Finance costs	204.84	227.23	166.99	589.66	504.72	660.90
Depreciation and amortization expense	484.67	486.88	496.04	1,449.28	1,444.07	1,928.75
Other expenses	11,165.88	11,266.08	9,822.05	33,147.46	30,898.48	41,706.82
Total expenses (II)	18,810.19	18,993.78	17,142.87	55,998.53	53,418.22	71,901.20
Profit before tax (III) [(I)-(II)]	5,140.32	4,955.78	5,413.43	15,572.67	15,894.74	20,381.26
Tax expenses						
Current tax	1,306.31	1,333.10	1,323.04	3,928.20	4,190.33	5,616.54
Deferred tax	69.74	(98.80)	72.89	11.77	225.73	303.35
Total tax expenses	1,376.05	1,234.30	1,395.93	3,939.97	4,416.06	5,919.89
Profit for the period (A)	3,764.27	3,721.48	4,017.50	11,632.70	11,478.68	14,461.37
Other comprehensive income ('OCI')						
Items not to be reclassified to profit or loss in subsequent periods						
Re-measurement gains / (losses) on defined employee benefit plans	(40.42)	(12.70)	(4.84)	(62.54)	(15.05)	168.89
Income tax effect on the above	10.17	3.20	1.69	15.74	5.26	(74.75)
Items to be reclassified to profit or loss in subsequent periods						
Net change in fair value of derivatives designated as cash flow hedges	(774.77)	(317.54)	249.16	(886.21)	929.10	1,204.07
Income tax effect on fair value of derivatives designated as cash flow hedges	194.99	79.92	(87.06)	223.04	(324.66)	(390.76)
Net change in fair values of investments in debt instruments carried at fair value through OCI	(0.10)	1.24	0.36	2.46	(0.45)	0.18
Income tax effect on fair values of investments in debt instruments	0.02	(0.31)	(0.12)	(0.62)	0.16	(0.32)
Total OCI / (losses) for the period, net of tax (B)	(610.11)	(246.19)	159.19	(708.13)	594.36	907.31
Total comprehensive income for the period (A+B)	3,154.16	3,475.29	4,176.69	10,924.57	12,073.04	15,368.68
Equity share capital	1,896.65	1,892.33	1,887.71	1,896.65	1,887.71	1,890.05
Other equity	56,595.48	53,113.40	51,714.53	56,595.48	51,714.53	55,319.71
Earnings per equity share (par value ₹ 10 per share)						
Basic (₹)	19.87	19.67	21.29	61.48	60.87	76.65
Diluted (₹)	19.72	19.50	21.12	61.03	60.44	76.11

Segment reporting

In accordance with Ind AS 108, Operating segments, the Company is not required to disclose segment information in standalone financial results. Refer the consolidated financial results for segment information.

Notes:

- The financial results have been prepared in accordance with the Indian Accounting standards (Ind AS) 34, Interim Financial Reporting specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 23 January 2025. The statutory auditors have expressed an unmodified audit opinion on these results.
- The Board of Directors at their meeting held on 25 April 2024 had proposed a final dividend of ₹ 55 per equity share for the year ended 31 March 2024 which has been approved by shareholders at the Annual General Meeting held on 25 July 2024 and has been paid during the previous quarter.
- With effect from 1 April 2024, the Company has recognised income tax expenses applying the provisions under section 115BAA of the Income-tax Act, 1961.

By Order of the Board,
Mphasis Limited

Bengaluru
23 January 2025

Nitin Rakesh
Chief Executive Officer & Managing Director

Independent Auditor's Report

To the Board of Directors of Mphasis Limited

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying Statement of Consolidated Financial Results of Mphasis Limited ("Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended 31 December 2024 and the year to date results for the period from 1 April 2024 to 31 December 2024, ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- a. includes the results of the entities listed in Annexure I;
- b. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations as amended; and
- c. gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of consolidated total comprehensive income (comprising of net profit and other comprehensive loss) and other financial information of the Group for the quarter ended 31 December 2024 and the year to date results for the period from 1 April 2024 to 31 December 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Results* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial results.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Results

These quarterly consolidated financial results as well as the year to date consolidated financial results have been prepared on the basis of the consolidated interim financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the consolidated net profit/ loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each entity and for preventing and detecting frauds and other

Registered Office:

Independent Auditor's Report (Continued)

Mphasis Limited

irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Management and the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Management and the Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent Auditor's Report (Continued)

Mphasis Limited

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

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17:09:30 +05'30'

Arjun Ramesh

Partner

Bengaluru

23 January 2025

Membership No.: 218495

UDIN:25218495BMOPAG7167

Independent Auditor's Report (Continued)

Mphasis Limited

Annexure I

The consolidated financial results include financial results of the Holding Company and entities listed below:

Sr. No	Legal name of the entity	Relationship
1	Mphasis Corporation	Subsidiary
2	Mphasis Deutschland GmbH	Subsidiary
3	Mphasis Australia Pty Limited	Subsidiary
4	Mphasis (Shanghai) Software & Services Company Limited	Subsidiary
5	Mphasis Consulting Limited	Subsidiary
6	Mphasis Ireland Limited	Subsidiary
7	Mphasis Belgium BV (formerly Mphasis Belgium BVBA)	Subsidiary
8	Mphasis Lanka (Private) Limited	Subsidiary
9	Mphasis Poland s.p.z.o.o.	Subsidiary
10	PT. Mphasis Indonesia (Upto 9 October 2024)	Subsidiary
11	Mphasis Europe BV	Subsidiary
12	Mphasis Infrastructure Services Inc.	Subsidiary
13	Mphasis Pte Limited	Subsidiary
14	Mphasis UK Limited	Subsidiary
15	Mphasis Software and Services (India) Private Limited	Subsidiary
16	Msource Mauritius Inc.	Subsidiary
17	Mphasis Wyde Inc.	Subsidiary
18	Mphasis Philippines Inc.	Subsidiary
19	Msource (India) Private Limited	Subsidiary
20	Wyde Corporation Inc.	Subsidiary
21	Mphasis Wyde SASU	Subsidiary
22	Wyde Solutions Canada Inc.	Subsidiary
23	Digital Risk, LLC.	Subsidiary
24	Digital Risk Mortgage Services, LLC.	Subsidiary
25	Investor Services, LLC.	Subsidiary
26	Digital Risk Services, LLC.	Subsidiary

Independent Auditor's Report (Continued)**Mphasis Limited**

Sr. No	Legal name of the entity	Relationship
27	Stelligent Systems LLC	Subsidiary
28	Datalytx Limited	Subsidiary
29	Datalytx MSS Limited	Subsidiary
30	Dynamyx Limited	Subsidiary
31	Mphasis Digi Information Technology Services (Shanghai) Limited	Subsidiary
32	Blink Interactive, Inc.	Subsidiary
33	Mrald Limited	Subsidiary
34	Mrald Services Limited	Subsidiary
35	Mphasis Solutions Services Corporation	Subsidiary
36	Mrald Services Private Limited	Subsidiary
37	Ebecs Limited (w.e.f. 1 July 2023)	Subsidiary
38	Ebecs Business Solution (Ireland) Limited (w.e.f. 1 July 2023)	Subsidiary
39	Sonnick Partners LLC (w.e.f. 12 October 2023)	Subsidiary
40	Shift US Holdings LLC (w.e.f. 12 October 2023)	Subsidiary
41	Silverline Canada Holdings, Inc. (w.e.f. 12 October 2023)	Subsidiary
42	Sonnick CRM Solutions LLP (w.e.f. 12 October 2023)	Subsidiary
43	Mphasis Arabia Limited (w.e.f. 19 December 2023)	Subsidiary
44	Mphasis Employees Benefit Trust	Controlled Trust
45	Mphasis Employees Equity Reward Trust	Controlled Trust

Independent Auditor's Report

To the Board of Directors of Mphasis Limited

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone quarterly financial results of Mphasis Limited ("the Company") for the quarter ended 31 December 2024 and the year to date results for the period from 1 April 2024 to 31 December 2024, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, these standalone financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive loss and other financial information for the quarter ended 31 December 2024 as well as for the year to date results for the period from 1 April 2024 to 31 December 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion.

Management's and Board of Directors' Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements.

The Company's Management and the Board of Directors are responsible for the preparation of these standalone financial results that give a true and fair view of the net profit/ loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are

Registered Office:

Independent Auditor's Report (Continued)

Mphasis Limited

free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

B S R & Co. LLP

Independent Auditor's Report (Continued)

Mphasis Limited

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

ARJUN
RAMESH
Digitally signed
by ARJUN
RAMESH
Date: 2025.01.23
17:10:32 +05'30'
Arjun Ramesh

Partner

Bengaluru

23 January 2025

Membership No.: 218495

UDIN:25218495BMOPAH5023

B. STATEMENT ON DEVIATION OR VARIATION FOR PROCEEDS OF PUBLIC ISSUE, RIGHTS ISSUE, PREFERENTIAL ISSUE, QUALIFIED INSTITUTIONS PLACEMENT ETC.: *Not Applicable*

C. FORMAT FOR DISCLOSING OUTSTANDING DEFAULT ON LOANS AND DEBT SECURITIES:

Sl. No.	Particulars	In INR Crore
1.	Loans / revolving facilities like cash credit from banks / financial institutions	
A	Total amount outstanding as on date	Nil
B	Of the total amount outstanding, amount of default as on date	Nil
2.	Unlisted debt securities i.e. NCDs and NCRPS	
A	Total amount outstanding as on date	Nil
B	Of the total amount outstanding, amount of default as on date	Nil
3.	Total financial indebtedness of the listed entity including short-term and long-term debt	Nil

D. FORMAT FOR DISCLOSURE OF RELATED PARTY TRANSACTIONS (applicable only for half-yearly filings i.e., 2nd and 4th quarter): *Not Applicable*

E. STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION) SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS (Standalone and Consolidated separately) (applicable only for Annual Filing i.e., 4th quarter): *Not Applicable*