



1 August 2024

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

Dear Sir,

Sub: Proceedings of 33rd Annual General Meeting (AGM)

We refer to our discussions with BSE Limited on the subject. In this regard, we re-submit the proceedings of our 33 Annual General Meeting, already filed with the stock exchanges on 25 July 2024, under the General Announcement.

Please note that the 33rd AGM was held on Thursday, 25 July 2024 at 9:00 AM (IST) and concluded at 10:10 AM (IST) through Video Conferencing and the same is provided in the xbrl filing of voting results submitted with the stock exchanges earlier.

Yours faithfully,
For Mphasis Limited



Subramanian Narayan
Senior Vice President and Company Secretary

Encl.: As above

DS

SN

DS

PRK

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Mphasis Limited
Registered Office:
Bagmane World Technology Centre,
Marathahalli Outer Ring Road, Doddanakundi Village,
Mahadevapura, Bangalore 560 048, India
CIN: L30007KA1992PLC025294



25 July 2024

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,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform that the members of the Company have approved all the resolutions as stated in the Notice of the Thirty Third Annual General Meeting (AGM) dated 25 April 2024, with requisite majority at the AGM of the Company held today through Video Conferencing at 09:00 am (IST).

The Company has appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process at the AGM of the Company.

The Scrutinizer has submitted his reports, after scrutiny of the remote e-voting and e-voting during the AGM.

On the basis of the above reports, it is hereby declared that the resolutions as stated in the Notice of the AGM dated 25 April 2024, have been duly passed with requisite majority. Please find enclosed the declaration of the results of e-voting made by the Company today including the voting results in the prescribed format under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also enclosed is the Scrutinizer's Report dated 25 July 2024 issued by Mr. S P Nagarajan, Practicing Company Secretary.

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

Yours faithfully,
For Mphasis Limited

NARAYAN
SUBRAMANI
AN

Digitally signed
by NARAYAN
SUBRAMANIAN



Subramanian Narayan
Senior Vice President and Company Secretary

Encl.: As above

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DECLARATION OF VOTING RESULTS OF THIRTY THIRD ANNUAL GENERAL MEETING HELD ON 25 JULY 2024

(Consolidated Results of e-voting and Remote e-voting during the AGM)

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company extended e-voting facility (Remote e-voting) to its members to vote on all the resolutions which were proposed at the Thirty Third Annual General Meeting (AGM) of the Company held through Video Conferencing on 25 July 2024 at 09:00 am (IST).

The Company appointed Mr. S P Nagarajan, Practicing Company Secretary, as Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting during the AGM, undertaken at the 33rd AGM of the Company.

The Scrutinizer submitted his reports, after scrutiny of the remote e-voting and e-voting during the AGM.

On the basis of the above reports, it is hereby declared that all the resolutions, as stated in the Notice of the AGM dated 25 April 2024, have been duly passed by the members of the Company with requisite majority as per the following details. The Scrutinizer's Report and the voting pattern as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.

Resolutions	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	Favour	Against	Invalid	
Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2024 and the reports of the Board and Auditors' thereon.	167,416,125	34,422	-	Ordinary Resolution
Percentage	99.98	0.02	-	
Declaration of final dividend of ₹ 55 per equity share.	167,464,935	72,758	-	Ordinary Resolution
Percentage	99.96	0.04	-	
Re-appointment of Ms. Courtney della Cava (DIN: 09380419) as a Director, who retired by rotation.	157,354,154	10,150,938	-	Ordinary Resolution
Percentage	93.94	6.06	-	
Re-appointment of Mr. Pankaj Sood (DIN: 05185378) as a Director, who retired by rotation.	152,096,029	15,408,264	-	Ordinary Resolution
Percentage	90.80	9.20	-	
Re-appointment of Mr. David Lawrence Johnson (DIN: 07593637) as a Director, who retired by rotation.	153,636,188	13,868,085	-	Ordinary Resolution
Percentage	91.72	8.28	-	
Approve cashless facility under Mphasis Employee Stock Option (ESOP 2016).	161,849,189	5,655,467	-	Special Resolution
Percentage	96.62	3.38	-	
Extension of cashless facility under Mphasis ESOP 2016 to employees of subsidiary companies	148,752,474	6,228,710	-	Special Resolution
Percentage	95.98	4.02	-	

For and on behalf of the Board

NARAYAN
SUBRAMANIAN

Digitally signed
by NARAYAN
SUBRAMANIAN



Subramanian Narayan
Senior Vice President and Company Secretary

Bengaluru
25 July 2024

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Voting Results of the 33rd Annual General Meeting held on 25 July 2024
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Description	Particulars
Date of AGM	25 July 2024
Total No. of Shareholders as on Record date*	157,524
No. of Shareholders present in meeting either in person or through Proxy: ^{refer note}	
• Promoters and Promoter Group:	Nil
• Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing	
• Promoters and Promoter Group	1
• Public	89
Whether Promoter/Promoter Group are interested in the agenda / resolution	No

* as at the cut-off date 18 July 2024

Note: Ministry of Corporate Affairs ("MCA") vide its General circulars Nos. 09/2023, 10/2022, 2/2022 and 19/2021, and the Securities and Exchange Board of India have vide circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7 October 2023 (hereinafter collectively referred to as "Circulars"), have permitted convening of the AGM over VC. In terms of the Circulars, the members attending the AGM only through VC, were counted for the purpose of quorum and no facility for appointment of Proxy by the members was provided.

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Agenda	1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2024 and the reports of the Board and Auditors' thereon.							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoters and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	76,299,642	76,299,642	100.00	76,299,642	-	100.00	0.00
Public Institutions	e-voting	103,284,943	90,572,258	87.69	90,538,047	34,211	99.96	0.04
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	103,284,943	90,572,258	87.69	90,538,047	34,211	99.96	0.04
Public Non-Institutions	e-voting	9,507,898	578,647	6.10	578,436	211	99.96	0.04
	Poll		-	-	-	-	-	-
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9,507,898	578,647	6.10	578,436	211	99.96	0.04
Total		189,092,483	167,450,547	88.55	167,416,125	34,422	99.98	0.02

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Agenda	2. Declaration of final dividend of ₹ 55 per equity share.							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	76,299,642	76,299,642	100.00	76,299,642	-	100.00	0.00
Public Institutions	e-voting	103,284,943	90,659,850	87.78	90,587,173	72,677	99.92	0.08
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	103,284,943	90,659,850	87.78	90,587,173	72,677	99.92	0.08
Public Non-Institutions	e-voting	9,507,898	578,201	6.08	578,120	81	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9,507,898	578,201	6.08	578,120	81	99.98	0.02
Total		189,092,483	167,537,693	88.58	167,464,935	72,758	99.96	0.04

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Agenda	3. Re-appointment of Ms. Courtney della Cava (DIN: 09380419) as a Director, who retired by rotation							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot							<i>Not Applicable</i>
	Total	76,299,642	76,299,642	100.00	76,299,642	-	100.00	0.00
Public Institutions	e-voting	103,284,943	90,626,781	87.74	80,476,498	10,150,283	88.80	11.20
	Poll		-	-	-	-	-	-
	Postal Ballot							<i>Not Applicable</i>
	Total	103,284,943	90,626,781	87.74	80,476,498	10,150,283	88.80	11.20
Public Non-Institutions	e-voting	9,507,898	578,669	6.09	578,014	655	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal -Ballot							<i>Not Applicable</i>
	Total	9,507,898	578,669	6.09	578,014	655	99.88	0.12
Total		189,092,483	167,505,092	88.58	157,354,154	10,150,938	93.94	6.06

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Agenda		4. Re-appointment of Mr. Pankaj Sood (DIN: 05185378) as a Director, who retired by rotation						
Resolution required (Ordinary /Special)		Ordinary Resolution						
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal Ballot		Not Applicable					
	Total	76,299,642	76,299,642	100.00	76,299,642	-	100.00	0.00
Public Institutions	e-voting	103,284,943	90,626,781	87.74	75,219,215	15,407,566	83.00	17.00
	Poll		-	-	-	-	-	
	Postal Ballot		Not Applicable					
	Total	103,284,943	90,626,781	87.7444	75,219,215	15,407,566	82.9989	17.00
Public Non-Institutions	e-voting	9,507,898	577,870	6.08	577,172	698	99.88	0.12
	Poll		-	-	-	-	-	
	Postal -Ballot		Not Applicable					
	Total	9,507,898	577,870	6.08	577,172	698	99.88	0.12
Total		189,092,483	167,504,293	88.58	152,096,029	15,408,264	90.80	9.20

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Agenda	5. Appointment of Mr. David Lawrence Johnson (DIN:07593637) as a Director, who retired by rotation.							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	76,299,642	76,299,642	100.00	76,299,642	-	100.00	0.00
Public Institutions	e-voting	103,284,943	90,626,781	87.74	76,759,396	13,867,385	84.70	15.30
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	103,284,943	90,626,781	87.74	76,759,396	13,867,385	84.70	15.30
Public Non-Institutions	e-voting	9,507,898	577,850	6.08	577,150	700	99.88	0.12
	Poll		-	-	-	-	-	-
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9,507,898	577,850	6.08	577,150	700	99.88	0.12
Total		189,092,483	167,504,273	88.58	153,636,188	13,868,085	91.72	8.28

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Agenda	6. Approve cashless facility under Mphasis Employee Stock Option Plan 2016 (ESOP 2016)							
Resolution required (Ordinary /Special)	Special Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	76,299,642	76,299,642	100.00	76,299,642	-	100.00	0.00
Public Institutions	e-voting	103,284,943	90,627,211	87.74	84,972,605	5,654,606	93.76	6.24
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	103,284,943	90,627,211	87.74	84,972,605	5,654,606	93.76	6.24
Public Non-Institutions	e-voting	9,507,898	577,803	6.08	576,942	861	99.85	0.15
	Poll		-	-	-	-	-	-
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9,507,898	577,803	6.08	576,942	861	99.85	0.15
Total		189,092,483	167,504,656	88.58	161,849,189	5,655,467	96.62	3.38

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Agenda	7. Extension of cashless facility under Mphasis ESOP 2016 to employees of subsidiary companies							
Resolution required (Ordinary /Special)	Special Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	Total	76,299,642	76,299,642	100.00	76,299,642	-	100.00	0.00
Public Institutions	e-voting	103,284,943	78,103,739	75.62	71,875,965	6,227,774	92.03	7.97
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	Total	103,284,943	78,103,739	75.62	71,875,965	6,227,774	92.03	7.97
Public Non-Institutions	e-voting	9,507,898	577,803	6.08	576,867	936	99.84	0.16
	Poll		-	-	-	-	-	-
	Postal -Ballot	<i>Not Applicable</i>						
	Total	9,507,898	577,803	6.08	576,867	936	99.84	0.16
Total		189,092,483	154,981,184	81.96	148,752,474	6,228,710	95.98	4.02

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S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary in Wholetime Practice

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Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com

Consolidated Scrutinizer's Report

(Pursuant to the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 33rd Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on Thursday, 25th July 2024 at 9:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OVAM)

Dear Sir,

I, S P Nagarajan, Company Secretary in Wholetime Practice, have been appointed as the Scrutinizer by the Board of Directors of Mphasis Limited ('the Company') for the purpose of scrutinizing the electronic voting (e-voting) process provided to the members of the Company at the 33rd Annual General Meeting (AGM) in compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through:

- i) the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;
- ii) e-voting process during the AGM (voting during the 33rd AGM) pursuant to the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended;

in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, and e-voting (voting during the 33rd AGM) as per the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 7 of the Notice of the 33rd AGM of the members of the Company dated 25th April 2024.



S. P. NAGARAJAN
Company Secretary in Wholetime Practice

Contd1

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) with regard to voting through electronic means (by remote e-voting prior to the AGM and e-voting during the AGM) on the resolutions proposed in the Notice of the 33rd AGM of the Company is the responsibility of the management.

The e-voting facility for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL).

My responsibility as a Scrutinizer is to render Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained/invalid" votes, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the remote e- voting system and e-voting system during the AGM provided by NSDL and the authorizations lodged with the Company, in tandem with the reconciliation of the records maintained by the Company / Integrated Registry Management Services Private Limited (Registrar and Share Transfer Agent (RTA) of the Company).

DISPATCH OF NOTICE CONVENING THE MEETING THROUGH ELECTRONIC AND PHYSICAL MODE:

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") dated 25th September 2023 read with circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 and SEBI Circular dated 12th May 2020 and 15th January 2021, Notice of the 33rd AGM dated 25th April 2024 was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories and through post to the members whose e-mail addresses were not registered with the Company/ Depositories. The Notice of the AGM was also made available on the Company's website, websites of the Stock Exchanges and on the website of NSDL.

CUT-OFF DATE:

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., Thursday, 18th July 2024, were entitled to vote on the resolutions as set out in the Notice of the 33rd AGM of the Company. The voting rights of members were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, 18th July 2024.

REMOTE E-VOTING:

The remote e-voting facility for e-voting prior to the AGM was provided by National Securities Depository Limited (NSDL).

The remote e-voting period was open for five (5) days which commenced on Saturday, 20th July 2024 at 9:00 A.M. and concluded on Wednesday, 24th July 2024 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.



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E-VOTING AT THE 33RD AGM:

The facility for e-voting at the AGM was provided by National Securities Depository Limited (NSDL).

Members, present at the AGM held through VC facility and who had not cast their vote on the resolutions through remote e-voting and were otherwise not barred from doing so, were eligible to vote through e-voting system during the AGM.

The Ministry of Corporate Affairs (“MCA”) vide its circular dated 25th September 2023, permitted convening the AGM due in the year 2024 through VC. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 33rd AGM of the Company was held through VC. As the AGM was held through VC and physical attendance of members was dispensed with, the facility for appointment of proxies by the members was not made available for the AGM.

COUNTING PROCESS:

After closure of voting process at the AGM, the votes cast through remote e-voting prior to the date of AGM and the votes cast through e-voting at the AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in the presence of two witnesses present through virtual means, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

I have issued separate Scrutinizer's Report dated 25th July 2024 on the results of remote e-voting and e-voting during the 33rd AGM on the resolutions contained in the Notice to the 33rd AGM of the members of the Company.

I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the AGM as detailed hereunder (percentage (%) of votes has been rounded off to two decimals) :-



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Company Secretary in Wholetime Practice

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Item 1: Ordinary Resolution

To receive, consider and adopt the consolidated and standalone financial statements of the Company comprising of audited balance sheet as at 31 March 2024, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.

Total Number of members voted	Total Number of votes cast
1,070	16,74,50,547

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,70,96,596	99.79	34,422	0.02	-
E-voting during the AGM	3,19,529	0.19	0	-	-
Total	16,74,16,125	99.98	34,422	0.02	-

The Resolution as mentioned in Item 1 of the Notice of the 33rd AGM stands passed with requisite majority as an Ordinary Resolution.

Item 2: Ordinary Resolution

To declare a final dividend on equity shares.

Total Number of members voted	Total Number of votes cast
1,072	16,75,37,693

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,71,45,406	99.77	72,758	0.04	-
E-voting during the AGM	3,19,529	0.19	0	-	-
Total	16,74,64,935	99.96	72,758	0.04	-

The Resolution as mentioned in Item 2 of the Notice of the 33rd AGM stands passed with requisite majority as an Ordinary Resolution.



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Item 3: Ordinary Resolution

To appoint a director in place of Ms. Courtney della Cava (DIN:09380419) who retires by rotation and being eligible, offers herself for re-appointment.

Total Number of members voted	Total Number of votes cast
1,077	16,75,05,092

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,70,34,625	93.75	1,01,50,938	6.06	0
E-voting during the AGM	3,19,529	0.19	0	-	0
Total	15,73,54,154	93.94	1,01,50,938	6.06	0

The Resolution as mentioned in Item 3 of the Notice of the 33rd AGM stands passed with requisite majority as an Ordinary Resolution.

Item 4: Ordinary Resolution

To appoint a director in place of Mr. Pankaj Sood (DIN: 05185378) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
1,077	16,75,04,293

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,17,76,500	90.61	1,54,08,264	9.20	-
E-voting during the AGM	3,19,529	0.19	0	-	-
Total	15,20,96,029	90.80	1,54,08,264	9.20	-

The Resolution as mentioned in Item 4 of the Notice of the 33rd AGM stands passed with requisite majority as an Ordinary Resolution.



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Item 5: Ordinary Resolution

To appoint a director in place of Mr. David Lawrence Johnson (DIN: 07593637) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
1,075	16,75,04,273

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,33,16,679	91.53	1,38,68,085	8.28	-
E-voting during the AGM	3,19,509	0.19	0	-	-
Total	15,36,36,188	91.72	1,38,68,085	8.28	-

The Resolution as mentioned in Item 5 of the Notice of the 33rd AGM stands passed with requisite majority as an Ordinary Resolution.

Item 6: Special Resolution

Approve cashless facility under Mphasis Employee Stock Option (ESOP 2016)

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Sections 62 and 67 of the Companies Act, 2013 (the “Act”), rules made thereunder and all other applicable provisions of the Act (including any amendment thereto or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “Regulations”), the guidelines prescribed thereunder by Securities and Exchange Board of India (SEBI) and other SEBI Regulations as may be applicable in this regard, in accordance with the Memorandum and Articles of Association of the Company and Mphasis Employee Stock Option Plan 2016 (hereinafter referred to as ESOP 2016), subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution) a cashless facility through provision of money from the Company to Mphasis Employees Equity Reward Trust (“MEERT” or the “Trust”) towards the exercise consideration of the stock options, being the amount payable by a ESOP grantee to MEERT as consideration for the exercise of the vested options and amount payable by the ESOP grantee towards cost of the applicable taxes on such exercise, on the terms more fully contained in the explanatory statement, be and is hereby approved.



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Company Secretary in Wholtime Practice

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RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for the purpose of giving effect to this resolution with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

Total Number of members voted	Total Number of votes cast
1,074	16,75,04,656

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,15,29,660	96.43	56,55,467	3.38	-
E-voting during the AGM	3,19,529	0.19	0	-	-
Total	16,18,49,189	96.62	56,55,467	3.38	-

The Resolution as mentioned in Item 6 of the Notice of the 33rd AGM stands passed with requisite majority as a Special Resolution.

Item 7: Special Resolution

Extension of cashless facility under Mphasis ESOP 2016 to employees of subsidiary companies

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Sections 62 and 67 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the guidelines prescribed thereunder by Securities and Exchange Board of India (SEBI) and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Mphasis Employee Stock Option Plan 2016 (hereinafter referred to as ESOP 2016) and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to extend the benefits of cashless facility for ESOP 2016 proposed in the resolution under Item No. 6 of this Notice to the eligible employees of the subsidiary companies, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any questions that may arise in this regard.



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Total Number of members voted	Total Number of votes cast
1,069	15,49,81,184

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	14,84,32,945	95.77	62,28,710	4.02	-
E-voting during the AGM	3,19,529	0.21	0	-	-
Total	14,87,52,474	95.98	62,28,710	4.02	-

The Resolution as mentioned in Item 7 of the Notice of the 33rd AGM stands passed with requisite majority as a Special Resolution.

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting and e-voting during the 33rd AGM by the members of the Company shall remain in my safe custody until the Chairman or a director authorized in this regard considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you,
Yours faithfully

Place: Bangalore	Signature : 
Date: 25th July 2024	Name of the Company Secretary : S.P. NAGARAJAN
	ACS Number : 10028
	CP Number : 4738
	UDIN : A010028F000821520
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	




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