



26 October 2021

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/Madam,

Sub: Submission of Proceedings of the Thirtieth Annual General Meeting


Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the certified true copy of proceedings of the Thirtieth Annual General Meeting of the Company held through Video Conferencing on 29 September 2021 at 09.00 am (IST).

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

Thanking you,

Yours faithfully,

For Mphasis Limited

DocuSigned by:
subramanian.narayan
864FB8DBFAE44A7...


Subramanian Narayan
Senior Vice President and Company Secretary

DS
kk

Encl: As above



CERTIFIED TRUE COPY OF THE MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MPHASIS LIMITED HELD ON WEDNESDAY, THE 29 SEPTEMBER 2021 AT 9:00 AM THROUGH VIDEO CONFERENCING (“VC”) AT THE REGISTERED OFFICE OF THE COMPANY, BAGMANE WORLD TECHNOLOGY CENTER, MARATHAHALLI OUTER RING ROAD, DODDANAKHUNDI VILLAGE, MAHADEVAPURA, BENGALURU, KARNATAKA, 560048.

Time of Commencement: 9:00 am

Time of Conclusion: 10:00 am

DIRECTORS PRESENT

Mr. Davinder Singh Brar	Chairman (Chairman of the Stakeholders Relationship Committee) (Present through VC from India)
Mr. Nitin Rakesh	CEO and Managing Director (Present through VC from the USA)
Mr. Narayanan Kumar	Director (Chairman of the Audit Committee) (Present through VC from India)
Ms. Jan Kathleen Hier	Director (Chairperson of the Nomination and Remuneration Committee) (Present through VC from the USA)
Mr. David Lawrence Johnson	Director (Present through VC from the USA)
Mr. Marshall Jan Lux	Director (Present through VC from the USA)
Mr. Amit Dalmia	Director (Present through VC from India)
Mr. Amit Dixit	Director (Present through VC from India)

IN ATTENDANCE PRESENT THROUGH VC

Mr. Manish Dugar	Chief Financial Officer
Mr. Eric Winston	EVP, General Counsel and Chief Ethics and Compliance Officer
Mr. R Badrinarayanan	SVP - Finance
Mr. Subramanian Narayan	SVP and Company Secretary
Mr. Amit Somani	Partner, B S R & Co. LLP
Mr. S P Nagarajan	Secretarial Auditor and Scrutinizer for voting

As per the attendance registered for the meeting, 76 members were present through Video Conferencing (“VC”) including representative of Bodies Corporates. Pursuant to Circular No. 14/2020 issued by the Ministry of Corporate Affairs (MCA), the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the meeting. The quorum was present throughout the meeting.

The meeting was called to order by the Chairman at 9:00 am. The moderator opened the meeting and apprised the members that for smooth conduct of the Annual General Meeting (AGM), all the lines of the shareholders were on mute. The audio and video of the speaker shareholders would be enabled once they are invited to speak at the AGM by the Chairman. The proceedings of the AGM were being recorded and would be hosted on the website of the Company after the AGM. After the announcement, the moderator handed over the proceedings to the Chairman.

The Chairman welcomed the members to the 30th AGM of the Company. The Chairman confirmed the presence of quorum for the meeting. The Notice convening the meeting was taken as read with the permission of the members present. The Chairman informed the members that the Register of



Directors and Key Managerial Personnel and their Shareholding, Register of Contracts or arrangements in which directors are interested, Register of Proxy, the Certificate as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Statutory Auditor's Report, Secretarial Audit Reports which were required to be placed at the meeting were available for inspection throughout the meeting at the NSDL website under the tab AGM documents.

The Chairman introduced other directors and himself virtually present. He confirmed to the members that the authorized representatives of the Statutory Auditors, Secretarial Auditor and the Scrutinizer were also virtually present. It was recorded that all feasible planning and execution was done for enabling electronic participation and voting of the members for the AGM. It was confirmed that the electronic voting was available throughout the AGM.

Thereafter, the Chairman proceeded with his address to the members covering performance highlights of the Company for FY21 covering strategy, corporate social responsibility, dividend and other important developments.

Thereafter, the Chairman requested, Mr. Narayan, Senior Vice President and Company Secretary, to read the Auditors' Reports. Mr. Narayan confirmed to the members that there were no qualifications, observations or comments in the Auditors' Report, which were required to be read at the meeting. With the permission of the members, the Auditors' Reports including the annexures thereof were taken as read.

Mr. Narayan briefed the members that since the AGM was held virtually, the option for physical voting at the AGM was not provided. However, the Company had enabled the e-voting facility during the AGM for members who had not voted through remote e-voting and who were present at the AGM and were otherwise not barred from doing so. The icon for e-voting was available on top of the screen under the e-voting tab, which would re-direct the members to the e-voting platform of the NSDL. The e-voting facility would close after 15 minutes from conclusion of the AGM. There would be no proposing and seconding of the resolutions as the meeting was held virtually.

He further mentioned that shareholders who have registered themselves as speaker shareholders would be allowed to speak and such registered speaker shareholders may participate in the discussion on the items of business once the discussion was invited by the Chairman. The queries shall be answered after the speaker shareholders had raised their questions.

Thereafter, Mr. Narayan requested the Chairman to resume the proceedings.

The Chairman took up the resolutions as set forth in the Notice of the AGM and informed that the lines of the speaker shareholders would be open for questions after all the resolutions were tabled.

The resolutions as set out in the Notice of the 30th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the AGM.

1. ADOPTION OF CONSOLIDATED AND STANDALONE FINANCIAL STATEMENTS OF THE COMPANY COMPRISING OF AUDITED BALANCE SHEET AS AT 31 MARCH 2021, 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.

The Chairman briefed the members on the following Ordinary Resolution. He informed that the item of business was to receive, consider and adopt the audited financial statements for the year ended 31 March 2021, which were already provided to the members.



RESOLVED THAT the Consolidated and Standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31 March 2021, the statement of Profit and Loss and cash flow statement for the year ended on that date, together with the Reports of the Board and Auditors' thereon be and are hereby received, considered and adopted.

As per the voting results declared on 29 September 2021 based on the Scrutinizer's report dated 29 September 2021, the Ordinary Resolution was passed with 100% majority.

2. DECLARATION OF DIVIDEND

The Chairman informed the members regarding the following Ordinary Resolution that the Board had recommended a dividend of ₹ 65/- per equity share (inclusive of a special dividend of ₹ 27/- per equity share) of ₹ 10/- each (at the rate of 650%) for the year ended 31 March 2021.

RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of ₹65/- per equity share (inclusive of a special dividend of ₹ 27/- per equity share) of ₹10/- each be and is hereby declared for the financial year ended 31 March 2021, to the equity shareholders of the Company whose names appear in the Register of Members as on Tuesday, 14 September 2021.

As per the voting results declared on 29 September 2021 based on the Scrutinizer's report dated 29 September 2021, the Ordinary Resolution was passed with 99.94% majority.

3. RE-ELECTION OF MR. AMIT DIXIT AS A DIRECTOR

The Chairman informed the members regarding the following Ordinary Resolution that Mr. Amit Dixit, Director, retires by rotation and being eligible had sought re-appointment.

RESOLVED THAT Mr. Amit Dixit (DIN 01798942), Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as a director of the Company whose period of office shall be liable for retirement by rotation.

As per the voting results declared on 29 September 2021 based on the Scrutinizer's report dated 29 September 2021, the Ordinary Resolution was passed with 91.27% majority.

4. RE-ELECTION OF MR. MARSHALL JAN LUX AS A DIRECTOR

The Chairman informed the members regarding the following Ordinary Resolution that Mr. Marshall Jan Lux, Director, retires by rotation and being eligible had sought re-appointment.

RESOLVED THAT Mr. Marshall Jan Lux (DIN 08178748), Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as a director of the Company whose period of office shall be liable for retirement by rotation.

As per the voting results declared on 29 September 2021 based on the Scrutinizer's report dated 29 September 2021, the Ordinary Resolution was passed with 90.55% majority.

5. RE-APPOINTMENT OF MR. NITIN RAKESH AS THE CHIEF EXECUTIVE OFFICER AND APPOINTMENT AS THE MANAGING DIRECTOR OF THE COMPANY

The Chairman informed the members regarding the following Ordinary Resolution relating to re-appointment of Mr. Nitin Rakesh as the Chief Executive Officer and appointment as the Managing Director of the Company. He drew the attention of the members to the explanatory statement provided for this item of business in the Notice of the meeting. With the permission of the members present, the resolution was taken as read.



RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be required in this regard, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Nitin Rakesh (DIN: 00042261) as the Chief Executive Officer and the appointment of Mr. Nitin Rakesh as the Managing Director of the Company for a period of 5 (five) years with effect from 1 October 2021 on the terms and conditions of re-appointment and remuneration as contained in the employment agreement entered with Mr. Nitin Rakesh, the material terms of which are set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT subject to the terms and conditions of re-appointment and remuneration thereof, entered into with Mr. Nitin Rakesh, the material terms whereof are set-out in the explanatory statement annexed to the Notice, the Board be and is hereby authorized to alter and modify the terms and conditions of appointment and/or remuneration, provided the same does not exceed the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit without further reference to the Company in General Meeting.

As per the voting results declared on 29 September 2021 based on the Scrutinizer’s report dated 29 September 2021, the Ordinary Resolution was passed with 99.56% majority.

6. ADOPTION OF RESTRICTED STOCK UNIT PLAN 2021 (“RSU PLAN 2021”)

The Chairman informed the members regarding the following Special Resolution relating to adoption of the Restricted Stock Unit Plan 2021 (RSU Plan 2021). He drew the attention of the members to the explanatory statement provided for this item of business in the Notice of the meeting. With the permission of the members present, the resolution was taken as read.

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 (the “Companies Act”), the rules made thereunder and all other applicable provisions of the Companies Act (including any amendment thereto or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI Regulations”), the circulars prescribed thereunder by the Securities and Exchange Board of India (“SEBI”) and other regulations issued by SEBI, as may be applicable in this regard and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, subject to any other 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, permissions and sanctions, which may be accepted by the Board of Directors of the Company (the “Board”, which term shall include any committee constituted by the Board), the approval of the members of the Company, be and is hereby accorded for adoption of the **Restricted Stock Unit Plan 2021** (the “**RSU Plan 2021**”) and the Board be and is hereby authorized to grant restricted stock units (“units”) from time to time, in one or more tranches, to or for the



benefit of such employees who are in the employment of the Company (including directors other than the independent directors) and identified by the Board from time to time, with the underlying equity shares (created by allotment of further shares) not exceeding 3,000,000 equity shares of the Company of ₹10 (ten rupees) each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of the RSU Plan 2021, provided such amendments are required to be carried out pursuant to changes in the laws.

RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and SEBI Regulations, the circulars prescribed thereunder by SEBI, the approval of the members of the Company, be and is hereby accorded to implement the RSU Plan 2021 through the Mphasis Employees Benefit Trust (the “Trust”), an irrevocable trust eligible to administer the RSU Plan of the Company.

RESOLVED FURTHER THAT subject to provisions of Section 67 of the Companies Act and the SEBI Regulations, a cashless facility through provision of money from the Company to the Trust towards the exercise consideration of the units, being the amount payable by a grantee to the Trust as consideration for the exercise of the vested units and cost of the applicable tax on such exercise, on the terms contained in the explanatory statement, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this 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 to give effect to the above resolution and to settle any question that may arise in this regard.

As per the voting results declared on 29 September 2021 based on the Scrutinizer’s report dated 29 September 2021, the Special Resolution was passed with 79.66% majority.

7. EXTENSION OF BENEFITS OF THE RESTRICTED STOCK UNIT PLAN 2021 (“RSU PLAN 2021”) TO THE EMPLOYEES OF THE SUBSIDIARY COMPANIES

The Chairman informed the members regarding the following Special Resolution in relation to extension of the benefits of the Restricted Stock Unit Plan 2021 (RSU Plan 2021) to the eligible employees of the subsidiary companies. He drew the attention of the members to the explanatory statement provided for this item of business in the notice of the meeting. With the permission of the members present, the resolution was taken as read.

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 (the “Companies Act”), the rules made thereunder and all other applicable provisions of the Companies 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 circulars prescribed thereunder by the Securities and Exchange Board of India (“SEBI”) and other regulations issued by SEBI, as may be applicable in this regard and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, subject to any other 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, permissions and sanctions, which may be accepted by the Board of Directors of the Company (the “Board”, which term shall include any committee constituted by the Board), the approval of the members of the Company, be and is hereby accorded to extend the benefits of the **Restricted Stock Unit Plan 2021** (the “**RSU Plan 2021**”) proposed in the resolution under Item No.6, to the eligible employees of the subsidiary companies, as identified by the Board from time to time, 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 question that may arise in this regard.

As per the voting results declared on 29 September 2021 based on the Scrutinizer's report dated 29 September 2021, the Special Resolution was passed with 79.68% majority.

8. APPROVAL FOR PARTICIPATION OF EMPLOYEES IN EXIT RETURN INCENTIVE PLAN 2021 (ERI PLAN 2021) PROPOSED BY BCP TOPCO IX PTE. LTD.

The Chairman informed the members regarding the following Ordinary Resolution required from the public shareholders in relation to approval for participation of employees in Exit Return Incentive Plan 2021 (ERI Plan 2021) proposed by BCP Topco. IX Pte. Ltd., Promoter of the Company. He drew the attention of the members to the explanatory statement provided for this item of business in the Notice of the meeting. With the permission of the members present, the resolution was taken as read.

RESOLVED THAT pursuant to Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations as may be applicable in this regard, approval of the members of the Company be and is hereby accorded to the participation of the employees (including directors, but excluding independent directors) of the Company and its subsidiaries (such employees as may be identified and selected by BCP Topco IX Pte. Ltd. from time to time) in the “Exit Return Incentive Plan 2021” (the “ERI Plan 2021”) (as amended from time to time), which is proposed to be adopted by BCP Topco IX Pte. Ltd. (“BCP Topco”) (being the Promoter of the Company).

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to BCP Topco to offer the ERI Plan 2021 to the employees (including directors but excluding independent directors) of the Company and its subsidiaries (such employees as may be identified and selected by BCP Topco from time to time), under which such employees will be entitled to receive from BCP Topco and/or its affiliate(s) certain cash-awards and/or returns from profits interest (“ERI 2021 Awards”) upon the disposal of its interests held directly or indirectly by BCP Topco in the Company (“Exit”), and quantum of which will be linked to (and paid from) the net realisations by BCP Topco from the proceeds it receives from the Exit.

RESOLVED FURTHER THAT the payment of the ERI 2021 Awards be subject to: (a) the terms of the ERI Plan 2021 as adopted (and amended) by BCP Topco and or one of its affiliates from time to time; and (b) the satisfaction and achievement of certain performance-based parameters and thresholds (as determined by BCP Topco from time to time), including in relation to: (i) the timing of the Exit; and (ii) the ‘internal rate of return’ and the ‘multiple of invested capital’ on the net realisations by BCP Topco from the proceeds it receives from the Exit.

As per the voting results declared on 29 September 2021 based on the Scrutinizer's report dated 29 September 2021, the Ordinary Resolution, was passed with 79.90% majority from public shareholders.

9. APPROVAL FOR PARTICIPATION OF EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES IN THE INVESTMENT PLAN 2021

The Chairman informed the members regarding the following Ordinary Resolution in relation to approval for participation of employees of the Company and its subsidiaries in the Investment Plan 2021 (Investment Plan) proposed by BCP Topco IX Pte. Ltd., the Promoter of the Company. He drew the attention of the members to the explanatory statement provided for this item of business in the Notice of the meeting. With the permission of the members present, the resolution was taken as read.



RESOLVED THAT pursuant to Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations as may be applicable in this regard, approval of the members of the Company be and is hereby accorded to the participation of the employees (including directors but excluding independent directors) of the Company and its subsidiaries (such employees as may be identified and selected by BCP Topco IX Pte. Ltd. from time to time) in the “**Investment Plan 2021**” (the “**Investment Plan**”) (as amended from time to time), which is proposed to be adopted by BCP Topco IX Pte. Ltd. (“BCP Topco”) (being the promoter of the Company) and/or one of its direct or indirect shareholders (“BCP Affiliate”).

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to BCP Topco to offer the Investment Plan to the employees (including directors) of the Company and its subsidiaries (such employees as may be identified and selected by BCP Topco from time to time), under which such identified employees will be invited by BCP Topco to invest in BCP Affiliate (being indirect shareholder of BCP Topco), and the participation of such identified employees in the Investment Plan shall be subject to the terms of the Investment Plan as adopted (and amended) by BCP Topco from time to time.

As per the voting results declared on 29 September 2021 based on the Scrutinizer’s report dated 29 September 2021, the Ordinary Resolution was passed with 79.90% majority from public shareholders.

The Chairman, after the above briefing, invited the speaker shareholders to raise questions and requested them to confine their queries strictly to the items of business of the meeting. He requested the moderator of the meeting to enable the speaker shareholders in the order of their registration. The moderator opened the lines of the speaker shareholders to raise questions and the shareholders raised their queries through VC at the AGM.

Queries/comments from the speaker shareholders, inter-alia, covered the following:

- *Appreciation to the management for the results delivered in FY21 and rise in the market capitalization of the Company;*
- *The reason for the open offer price by BCP Topco. IX Pte. Ltd. being less than the market price;*
- *The roadmap for the Company from the new promoter;*
- *Reason for higher dividend and suggestion to use of cash generated by the Company for acquisitions.*
- *Initiatives taken by the Company for its employees consequent to COVID-19.*
- *Number of employees still working from home as at the date.*
- *Capex plan of the Company.*
- *Query on issue of duplicate share certificate.*

The Chairman before proceeding to answer the queries raised, requested the moderator to check if there are any other shareholders (including registered speaker shareholders who could not speak at the AGM due to technical issues in their lines) who would like to raise further queries at the meeting. The moderator confirmed that there were no other speaker shareholders for the meeting. The Chairman and the CEO proceeded to respond to the shareholders queries.

Responding to the queries, Chairman and the CEO explained the following:

- *The price of Rs.1677.16 per share offered by BCP Topco IX Pte. Ltd. pursuant to the open offer made by them, was the price as per the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.*



- A dividend of ₹65/- (inclusive of a special dividend of ₹27/- per equity share) per equity share was recommended after considering the cash generation, requirement of cash for operations, M&A and others. As required under the law, the Company had enough Profit After Tax to pay the recommended dividend and the primary determinant for recommendation of dividend was the cash availability, basis the market practice on capital allocation. Based on such an analysis and keeping in view return of cash to the shareholders, a special dividend of Rs.27 was declared in addition to Rs.38 per share dividend for FY21. The Company had in the last fifteen months announced two acquisitions which fit within its M&A strategy.
- The statistics on vaccination of the employees, number of employees who died due to COVID-19 and initiatives taken by the Company to support the families of such deceased employees.
- Within a few months of very beginning of the pandemic and till at present, majority of the employees are working from home. The clients worldwide had been supportive on this front. The Company's steps to address the impact of COVID-19 on its operations were dealt within four buckets viz, employees, clients, compliances, and security, which ensured that there were no data security, confidentiality, or compliance breaches. However, the Company was considering "back to office" program for its employees keeping in view the readiness required if the pandemic recedes. This program had employee safety as paramount.
- BCP Topco IX Pte. Ltd. had entered into a share purchase agreement with Marble II Pte. Ltd. for selling its stake in the Company which resulted in the change of control. The Company continued to be a part of the Blackstone Group under another fund. Blackstone has strong conviction, in the Company strategy of digital Cloud which is now being reflected in the performance of the Company.
- The Company was on 1% to 2% capex and had recently closed an acquisition for US\$ 94 million keeping in view diligent use of cash.

Responding to the query on the issue of duplicate share certificate, the Chairman requested the speaker to send the shareholder contacts to the Company for providing the relevant clarification by the management.

Chairman requested the members to write to 30.agm@mphasis.com in case of any further queries which would enable the management to respond to the same.

There being no other matter, the Chairman concluded the business of the day and thanked all the shareholders present for their kind attention, co-operation, valuable support and the time spent.

It was informed that the combined results of the votes cast through remote e-voting and e-voting during the AGM on all the resolutions would be uploaded on the Company's website and would be intimated to the Stock Exchanges as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the next day of the meeting.

There being no other business, the Chairman declared the meeting as closed.

Note on Voting Process conducted for resolutions placed at the 30th AGM:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of 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, the Company had made arrangements for the members to cast their vote on all the resolutions placed at the 30th Annual General Meeting of the Company through remote e-voting and through e-voting during the AGM which was kept open for 15 minutes after the conclusion of the AGM.
2. The Company had published an advertisement on 6 September 2021 in Business Standard and Samyukta Karnataka intimating the shareholders about e-voting and other matters provided in the general circular No. 20/2020 dated 5 May 2020 issued by the Ministry of Corporate Affairs.



- 3.The cut-off date for the purpose of remote e-voting and reckoning the eligible votes for shares held in physical form or dematerialized form was Wednesday, 22 September 2021.
- 4.The e-voting commenced on Friday, 24 September 2021 at 9:00 am and ended on Tuesday, 28 September 2021 at 5:00 pm and the remote e-voting module was blocked by NSDL thereafter.
- 5.Mr. S P Nagarajan (PCS No.4738) was appointed as the scrutinizer to scrutinize the entire voting process in a fair and transparent manner.
- 6.The Company Secretary explained the members the process of e-voting during the meeting.
- 7.The voting rights of the shareholders was in proportion to the shares of the members in the paid-up equity share capital of the Company.
- 8.The Chairman announced the latest date for announcing the results of the voting to the shareholders and the mode of declaration thereof.
- 9.Mr. S P Nagarajan, Scrutinizer, after the conclusion of the AGM unblocked the votes cast through remote e-voting and the votes casted through e-voting during the AGM by the members on NSDL e-voting module.
- 10.The Scrutinizer submitted his report on consolidated voting results on 29 September 2021 to the Company, the summary of which is given below and the results of voting were declared by Mr. Subramanian Narayan, Senior Vice President and Company Secretary, being authorized by the Board in this behalf. The results of voting were intimated to the National Stock Exchange of India Limited, BSE Limited, National Securities Depositories Limited, hosted on the website of the Company at www.mphasis.com besides being physically displayed on the Notice Board of the Registered and the Corporate office of the Company:

Resolution	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid ^{\$}	
Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2021, and the Reports of the Board and Auditors' thereon.	16,56,77,500	671	-	Ordinary Resolution
Percentage	100	0.00	-	
Declaration of final dividend on equity shares	16,63,72,912	1,03,094	-	Ordinary Resolution
Percentage	99.94	0.06	-	
Re-election of Mr. Amit Dixit as a Director	15,06,93,342	1,44,11,739	-	Ordinary Resolution
Percentage	91.27	8.73	-	
Re-election of Mr. Marshall Jan Lux as a Director	14,94,62,531	1,55,95,308	-	Ordinary Resolution
Percentage	90.55	9.45	-	
Re-appointment of Mr. Nitin Rakesh as Chief and Executive Officer and appointment as Managing Director	16,43,88,430	7,20,066	-	Ordinary Resolution
Percentage	99.56	0.44	-	
Adoption of Restricted Stock Unit Plan 2021 (RSU Plan 2021)	13,18,98,323	3,36,78,382	-	Special Resolution
Percentage	79.66	20.34	-	
Extension of the benefits of the Restricted Stock Unit Plan 2021 to the Employees of the Subsidiaries	13,22,08,208	3,37,13,441	-	Special Resolution



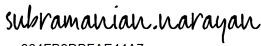
Percentage	79.68	20.32	-	
Approval of participation of Employees in Exit Return Incentive Plan 2021 (ERI Plan 2021) proposed by BCP Topco IX Pte. Ltd.	4,86,73,173	1,22,41,369	10,49,90,265	Ordinary Resolution
Percentage	79.90	20.10	-	
Approval of participation of Employees in Investment Plan 2021 (Investment Plan)	4,86,73,322	1,22,41,330	10,49,90,265	Ordinary Resolution
Percentage	79.90	20.10	-	

₹ - represents voting by promoter and employees which was not considered pursuant to Regulation 26(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Scrutinizer handed over the Scrutinizer's report and e-voting results to the custody of the Company Secretary on 29 September 2021.

Certified True

For **Mphasis Limited**

DocuSigned by:

864FB8DBFAE44A7...
Subramanian Narayan
 Senior Vice President and Company Secretary

26 October 2021