



20 September 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/Madam,

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

Further to our letter dated 20 August 2024 regarding the Postal Ballot by the Company, seeking approval of shareholders, by means of special resolution, through electronic voting, for appointment of Mr. Girish Paranjpe (DIN: 02172725) as an Independent Director of the Company for a period of five consecutive years effective 1 October 2024, we wish to inform that the members of the Company have approved the special resolution as stated in the Postal Ballot Notice, with requisite majority.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the e-voting process. The Scrutinizer has submitted his reports, after scrutiny of the e-voting.

On the basis of the above reports, the resolution as stated in the Postal Ballot Notice, has been declared as duly passed with requisite majority. Please find enclosed the declaration of the results of Postal Ballot 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 19 September 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.

Thanking you,

Yours faithfully,

For Mphasis Limited



Subramanian Narayan
Senior Vice President and Company Secretary

Encl. as above

Contact Us:
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F : +91 080 66959943
E : investor.relations@mphasis.com

www.mphasis.com

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

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DECLARATION OF POSTAL BALLOT RESULTS

A Notice dated 16 August 2024 (“**Notice**”), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 was sent to the shareholders of the Company seeking their approval by means of special resolution for the following item through postal ballot (“**the Postal Ballot**”) by way of remote e-voting (“**e-voting**”):

Item Description : Appointment of Mr. Girish Paranjpe (DIN: 02172725) as an Independent Director, for a period of five consecutive years effective 1 October 2024.

The Board of Directors, vide its resolution dated 16 August 2024, appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process. The Scrutinizer has submitted the report after completion of the scrutiny of the e-voting cast by the shareholders up to 5.00 P.M. (IST) on Thursday, 19 September 2024. Summary of the scrutinizer’s report is as below:

| | Special Resolution | | |
|--------------|--------------------|--------------------|---------------|
| | No. of Voters | No. of Votes*** | % of Votes |
| Assent | 1,407 | 168,021,402 | 99.37 |
| Dissent | 65 | 1,072,742 | 0.63 |
| TOTAL | 1,472 | 169,094,144 | 100.00 |

*** one vote corresponds to one share

On basis of the above results, it is announced that the Special Resolution as set out in the Postal Ballot Notice dated 16 August 2024 has been duly passed by the shareholders as a special resolution with requisite majority. The breakup of the voting pattern as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.

For and on behalf of the Board



Bengaluru
20 September 2024

Subramanian Narayan
Senior Vice President and Company Secretary

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Voting Results of the Postal Ballot

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| Description | Particulars |
|---|----------------|
| Date of AGM/EGM-Postal Ballot | |
| Total No. of Shareholders as on Record date* | 156,747 |
| No. of Shareholders present in meeting either in person or through Proxy: | |
| • Promoters and Promoter Group: | Not Applicable |
| • Public: | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing | |
| • Promoters and Promoter Group | Not Applicable |
| • Public | Not Applicable |
| Whether Promoter/Promoter Group are interested in the agenda / resolution | No |

* as at the cut-off date on 16 August 2024

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| Agenda Appointment of Mr. Girish Paranjpe (DIN: 02172725) as an Independent Director, for a period of five consecutive years effective 1 October 2024 | | | | | | | | |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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 | 100.00 | 76,299,642 | 0 | 100.00 | 0 |
| | Poll | 76,299,642 | | | | | | Not Applicable |
| | Postal Ballot | | | | | | | Not Applicable |
| | Total | 76,299,642 | 76,299,642 | 100.00 | 76,299,642 | 0 | 100.00 | 0 |
| Public Institutions | e-voting | | 92,651,389 | 89.12 | 91,580,703 | 1,070,686 | 98.84 | 1.16 |
| | Poll | 103,965,699 | | | | | | Not Applicable |
| | Postal Ballot | | | | | | | Not Applicable |
| | Total | 103,965,699 | 92,651,389 | 89.12 | 91,580,703 | 1,070,686 | 98.84 | 1.16 |
| Public Non-Institutions | e-voting | | 143,113 | 1.62 | 141,057 | 2,056 | 98.56 | 1.44 |
| | Poll | 8,831,792 | | | | | | Not Applicable |
| | Postal -Ballot | | | | | | | Not Applicable |
| | Total | 8,831,792 | 143,113 | 1.62 | 141,057 | 2,056 | 98.56 | 1.44 |
| Total | | 189,097,133 | 169,094,144 | 89.42 | 168,021,402 | 1,072,742 | 99.37 | 0.63 |

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

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South Block - Manipal Centre,
47, Dickenson Road,
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REPORT OF SCRUTINIZER

[Remote e - Voting]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman

MPHASIS LIMITED

Bagmane World Technology Center,
Marathalli Outer Ring Road,
Doddannakhundhi Village, Mahadevapura,
Bangalore – 560048

Dear Sir,

I, S P Nagarajan, Company Secretary in Whole-time Practice, have been appointed as the Scrutinizer by the Board of Directors of Mphasis Limited (the Company) for the purpose of scrutinizing:

- i) the remote e-voting 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.

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made there under (including any amendment thereto 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 contained in the Postal Ballot Notice.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions as set out in the Postal Ballot Notice is the responsibility of the Company’s management.

The e-voting facility for voting on the Postal Ballot (remote e-voting) was provided by National Securities Depository Limited (NSDL).



S. P. NAGARAJAN
Company Secretary in Wholetime Practice

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My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, if any on the resolutions contained in the Postal Ballot Notice, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), in tandem with the reconciliation of the records maintained by the Company / NSDL (Registrar and Share Transfer Agent (RTA) of the Company).

DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MODE:

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, the Postal Ballot Notice was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories. Pre-paid envelops were not required to be sent to the members for the Postal Ballot in accordance with the requirements as specified under the circulars of MCA. Accordingly, the assent or dissent of the Members have been casted through remote e-voting system. The Notice 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. Friday, 16th August 2024, were entitled to vote on the resolutions contained in the Postal Ballot Notice. 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. Friday, 16th August 2024.

REMOTE E-VOTING:

The facility of remote e-voting platform was provided by National Securities Depository Limited (NSDL).

The remote e-voting period was open from Wednesday, 21st August 2024 (9:00 A.M. IST) to Thursday, 19th September 2024 (5:00 P.M. IST) on <https://www.evoting.nsdl.com/>.

COUNTING PROCESS:

The votes cast through remote e-voting 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, 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 submit herewith my Scrutinizer's Report on the results of voting through remote e-voting as under:



SPECIAL BUSINESS:

Item 1: Special Resolution

1. Appointment of Mr. Girish S Paranjpe (DIN: 02172725) as an Independent Director

RESOLVED THAT pursuant to Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013, 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, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Girish S Paranjpe (DIN: 02172725), in respect of whom the Company has received a notice in writing from a member, proposing his candidature to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 1 October 2024.

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.

| | |
|--|----------------------------|
| Total Number of members participated through remote e-voting | Total Number of votes cast |
| 1,472 | 16,90,94,144 |

| Particulars of voting | Votes in favour of the resolution | | Votes against the resolution | | Invalid Votes |
|-----------------------|-----------------------------------|--------------|------------------------------|-------------|---------------|
| | Number | % | Number | % | |
| Remote e-voting | 16,80,21,402 | 99.37 | 10,72,742 | 0.63 | - |
| Total | 16,80,21,402 | 99.37 | 10,72,742 | 0.63 | - |

The special resolution mentioned in the Postal Ballot notice has been passed with requisite majority by the Shareholders who have voted through remote e-voting.




S. P. NAGARAJAN
Company Secretary in Wholetime Practice

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I hereby confirm that the relevant records in respect of the votes cast through remote e-voting on the resolution containing in the Postal Ballot Notice by the members of the Company shall remain in my safe custody until the Chairman or a Director/person authorized in this regard considers, approves and signs the minutes/report on Postal Ballot 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.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Thanking you,
 Yours faithfully

| | |
|---|---|
| Place: Bangalore | Signature :  |
| Date: 19th September 2024 | Name of the Company Secretary : S.P. NAGARAJAN |
| | ACS Number : 10028 |
| | CP Number : 4738 |
| | UDIN : A010028F001260442 |
| Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400 | |




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