



29 September 2021

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

The Listing Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
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 Thirtieth Annual General Meeting (AGM) dated 31 August 2021, with requisite majority at the AGM of the Company held on 29 September 2021 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 31 August 2021, 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 29 September 2021 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

DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...
Subramanian Narayan
Senior Vice President and Company Secretary



Encl.: As above

DS
kk

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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



DECLARATION OF VOTING RESULTS OF THIRTIETH ANNUAL GENERAL MEETING HELD ON 29 SEPTEMBER 2021
(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 Thirtieth Annual General Meeting (AGM) of the Company held through Video Conferencing on 29 September 2021 at 09.00 am (IST).

The Company has 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 30th 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 all the resolutions, as stated in the Notice of the AGM dated 31 August 2021, 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 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 of Rs. 65 per equity share.	16,63,72,912	1,03,094	-	Ordinary Resolution
Percentage	99.94	0.06	-	
Re-appointment of Mr. Amit Dixit as a Director.	15,06,93,342	1,44,11,739	-	Ordinary Resolution
Percentage	91.27	8.73	-	
Re-appointment 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 the Chief Executive Officer and appointment as Managing Director and Approval for Remuneration.	16,43,88,430	7,20,066	-	Ordinary Resolution
Percentage	99.56	0.44	-	

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Resolutions	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	Favour	Against	Invalid	
Formulation 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 Restricted Stock Unit Plan 2021 to the eligible employees of the Subsidiary Companies.	13,22,08,208	3,37,13,441	-	Special Resolution
Percentage	79.68	20.32	-	
Participation of Employees of the Company and its subsidiaries in the Exit Return Incentive Plan 2021 (ERI Plan 2021)	4,86,73,173	1,22,41,369	-	Ordinary Resolution
Percentage	79.90	20.10	-	
Participation of the Employees of the Company and its subsidiaries in the Investment Plan 2021.	4,86,73,322	1,22,41,330	-	Ordinary Resolution
Percentage	79.90	20.10	-	

Bengaluru
29 September 2021

For and on behalf of the Board



DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...

Subramanian Narayan
Senior Vice President and Company Secretary

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kk



Voting Results of the 30th Annual General Meeting held on 29 September 2021
 [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Description	Particulars
Date of AGM	29 September 2021
Total No. of Shareholders as on Record date*	95,416
No. of Shareholders present in meeting either in person or through Proxy: <small>refer note</small>	
• Promoters and Promoter Group:	Nil
• Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing	
• Promoters and Promoter Group:	1
• Public	75
Whether Promoter/Promoter Group are interested in the agenda / resolution	Yes <small>(for resolutions 8 and 9 respectively)</small>

* as at the cut-off date 22 September 2021

Note: In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circulars dated 5 May 2020 read with circulars dated 8 April 2020, 13 April 2020 and 13 January 2021 have permitted convening of the AGM over VC. In terms of the Circulars, the members attending the AGM through VC only, were counted for the purpose of quorum and no facility for appointment of Proxy by the members were provided.

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Agenda	1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2021, 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
Promoter and promoter group	e-voting	104799642	104799642	100.0000	104799642	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	Total	104799642	104799642	100.0000	104799642	0	100.0000	0
Public Institutions	e-voting	73217473	60615448	82.7882	60615448	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	Total	73217473	60615448	82.7882	60615448	0	100.0000	0.0000
Public Non-Institutions	e-voting	9280684	156450	1.6858	155779	671	99.5711	0.4289
	Poll		106631	1.1490	106631	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	Total	9280684	263081	2.8347	262410	671	99.7449	0.2551
Total		187297799	165678171	88.4571	165677500	671	99.9996	0.0004

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Agenda	2. Declaration of final dividend on equity shares							
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	104799642	104799642	100.0000	104799642	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	104799642	104799642	100.0000	104799642	0	100.0000	0
Public Institutions	e-voting	73217473	61413302	83.8779	61310711	102591	99.8329	0.1671
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	73217473	61413302	83.8779	61310711	102591	99.8329	0.1671
Public Non-Institutions	e-voting	9280684	156431	1.6856	155928	503	99.6785	0.3215
	Poll		106631	1.1490	106631	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9280684	263062	2.8345	262559	503	99.8088	0.1912
Total		187297799	166476006	88.8831	166372912	103094	99.9381	0.0619

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Agenda	3. Re-appointment of Mr. Amit Dixit, who retires 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	104799642	104799642	100.0000	104799642	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	Total	104799642	104799642	100.0000	104799642	0	100.0000	0
Public Institutions	e-voting	73217473	60042414	82.0056	45631715	14410699	75.9991	24.0009
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	Total	73217473	60042414	82.0056	45631715	14410699	75.9991	24.0009
Public Non-Institutions	e-voting	9280684	156394	1.6852	155354	1040	99.3350	0.6650
	Poll		106631	1.1490	106631	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	Total	9280684	263025	2.8341	261985	1040	99.6046	0.3954
Total		187297799	165105081	88.1511	150693342	14411739	91.2712	8.7288

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Agenda	4. Re-appointment of Mr. Marshall Jan Lux, who retires 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	104799642	104799642	100.0000	104799642	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total		104799642	104799642	100.0000	104799642	0	100.0000
Public Institutions	e-voting	73217473	59995215	81.9411	44400716	15594499	74.0071	25.9929
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total		73217473	59995215	81.9411	44400716	15594499	74.0071
Public Non-Institutions	e-voting	9280684	156351	1.6847	155542	809	99.4826	0.5174
	Poll		106631	1.1490	106631	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	Total		9280684	262982	2.8336	262173	809	99.6924
Total		187297799	165057839	88.1259	149462531	15595308	90.5516	9.4484

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Agenda	5. Re-appointment of Mr. Nitin Rakesh as the Chief Executive Officer and appointment as Managing Director and Approval for Remuneration.							
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	104799642	104799642	100.0000	104799642	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	104799642	104799642	100.0000	104799642	0	100.0000	0
Public Institutions	e-voting	73217473	60046118	82.0106	59326789	719329	98.8020	1.1980
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	73217473	60046118	82.0106	59326789	719329	98.8020	1.1980
Public Non-Institutions	e-voting	9280684	156105	1.6820	155368	737	99.5279	0.4721
	Poll		106631	1.1490	106631	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9280684	262736	2.8310	261999	737	99.7195	0.2805
Total		187297799	165108496	88.1529	164388430	720066	99.5639	0.4361

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Agenda	6. Formulation of Restricted Stock Unit Plan 2021 (RSU Plan 2021)							
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	104799642	104799642	100.0000	104799642	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	104799642	104799642	100.0000	104799642	0	100.0000	0.0000
Public Institutions	e-voting	73217473	60524478	82.6640	26848128	33676350	44.3591	55.6409
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	73217473	60524478	82.6640	26848128	33676350	44.3591	55.6409
Public Non-Institutions	e-voting	9280684	145954	1.5727	143922	2032	98.6078	1.3922
	Poll		106631	1.1490	106631	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9280684	252585	2.7216	250553	2032	99.1955	0.8045
Total		187297799	165576705	88.4029	131898323	33678382	79.6600	20.3400

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Agenda	7. Extension of the benefits of Restricted Stock Unit Plan 2021 to the eligible employees of the 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	104799642	104799642	100.0000	104799642	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	104799642	104799642	100.0000	104799642	0	100.0000	0.0000
Public Institutions	e-voting	73217473	60869417	83.1351	27158218	33711199	44.6172	55.3828
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	73217473	60869417	83.1351	27158218	33711199	44.6172	55.3828
Public Non-Institutions	e-voting	9280684	145959	1.5727	143717	2242	98.4640	1.5360
	Poll		106631	1.1490	106631	0	100.0000	0.0000
	Postal -Ballot	Not Applicable						
	Total	9280684	252590	2.7217	250348	2242	99.1124	0.8876
Total		187297799	165921649	88.5871	132208208	33713441	79.6811	20.3189

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Agenda	8. Participation of Employees of the Company and its Subsidiaries in the Exit Return Incentive Plan 2021 (ERI Plan 2021)							
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	104799642	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	104799642	-	-	-	-	-	-
Public Institutions	e-voting	73217473	60869417	83.1351	48630220	12239197	79.8927	20.1073
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	73217473	60869417	83.1351	48630220	12239197	79.8927	20.1073
Public Non-Institutions	e-voting	9280684	45124	0.4862	42953	2171	95.1888	4.8112
	Poll		1	0.0000	0	1	0	0
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9280684	45125	0.4862	42953	2172	95.1867	4.8133
Total		187297799	60914542	32.5228	48673173	12241369	79.9040	20.0960

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Agenda	9. Participation of the Employees of the Company and its Subsidiaries in the Investment Plan 2021.							
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	104799642	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	104799642	-	-	-	-	-	-
Public Institutions	e-voting	73217473	60869417	83.1351	48630220	12239197	79.8927	20.1073
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	Total	73217473	60869417	83.1351	48630220	12239197	79.8927	20.1073
Public Non-Institutions	e-voting	9280684	45234	0.4874	43102	2132	95.2867	4.7133
	Poll		1	0.0000	0	1	0	0
	Postal -Ballot		<i>Not Applicable</i>					
	Total	9280684	45235	0.4874	43102	2133	95.2846	4.7154
Total		187297799	60914652	32.5229	48673322	12241330	79.9041	20.0959

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

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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 30th Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on Wednesday, 29th September 2021 at 9:00 A.M. (IST) through Video Conferencing ("VC")

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 30th 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 30th 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 30th 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 9 of the Notice of the 30th AGM of the members of the Company dated 31st August 2021.



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Company Secretary in Wholetime Practice

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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 30th 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 MODE:

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") dated 13th January 2021 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 AGM dated 31st August 2021 was sent through electronic mode to the members whose e-mail addresses were 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. Wednesday, 22nd September 2021, were entitled to vote on the resolutions as set out in the Notice of the 30th 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. Wednesday, 22nd September 2021.



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Company Secretary in Wholetime Practice

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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 Friday, 24th September 2021 at 9:00 A.M. and concluded on Tuesday, 28th September 2021 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.

E-VOTING AT THE 30TH 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.

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circulars dated 13th January 2021 read with circulars dated 8th April 2020 and 13th April 2020 permitted convening the AGM 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 30th 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 29th September 2021 on the results of remote e- voting and e-voting during the 30th AGM on the resolutions contained in the Notice to the 30th AGM of the members of the Company.



S. P. NAGARAJAN
Company Secretary in Wholetime Practice

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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:-

Item 1: Ordinary Resolution

1. To receive, consider and adopt 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 and the reports of the Board and Auditors' thereon.

Total Number of members voted	Total Number of votes cast
897	16,56,78,171

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,55,70,869	99.94	671	0	-
E-voting during the AGM	1,06,631	0.06	-	0	-
Total	16,56,77,500	100	671	0	-

The Resolution as mentioned in Item 1 of the Notice of the 30th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 2: Ordinary Resolution

2. To declare a final dividend on equity shares.

Total Number of members voted	Total Number of votes cast
899	16,64,76,006

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,62,66,281	99.87	1,03,094	0.06	-
E-voting during the AGM	1,06,631	0.06	0		-
Total	16,63,72,912	99.93	1,03,094	0.06	-



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The Resolution as mentioned in Item 2 of the Notice of the 30th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 3: Ordinary Resolution

3. To appoint a director in place of Mr. Amit Dixit (DIN: 01798942) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
891	16,51,05,081

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,05,86,711	91.21	1,44,11,739	8.73	-
E-voting during the AGM	1,06,631	0.06	0	-	-
Total	15,06,93,342	91.27	1,44,11,739	8.73	-

The Resolution as mentioned in Item 3 of the Notice of the 30th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 4: Ordinary Resolution

4. To appoint a director in place of Mr. Marshall Jan Lux (DIN: 08178748) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
891	16,50,57,839

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	14,93,55,900	90.49	1,55,95,308	9.45	-
E-voting during the AGM	1,06,631	0.06	0	-	-
Total	14,94,62,531	90.55	1,55,95,308	9.45	-

The Resolution as mentioned in Item 4 of the Notice of the 30th AGM stands passed with requisite majority as an Ordinary Resolution.



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Item 5: Ordinary Resolution

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

“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.

Total Number of members voted	Total Number of votes cast
885	16,51,08,496

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,42,81,799	99.50	7,20,066	0.44	-
E-voting during the AGM	1,06,631	0.06	0	-	-
Total	16,43,88,430	99.56	7,20,066	0.44	-

The Resolution as mentioned in Item 5 of the Notice of the 30th AGM stands passed with requisite majority as an Ordinary Resolution.



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Item 6: Special Resolution

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

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.



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Company Secretary in Wholtime Practice

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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.

Total Number of members voted	Total Number of votes cast
887	16,55,76,705

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	13,17,91,692	79.60	3,36,78,382	20.34	-
E-voting during the AGM	1,06,631	0.06	0	-	-
Total	13,18,98,323	79.66	3,36,78,382	20.34	-

The Resolution as mentioned in Item 6 of the Notice of the 30th AGM stands passed with requisite majority as a Special Resolution.

Item 7: Special Resolution

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

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.



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Total Number of members voted	Total Number of votes cast
889	16,59,21,649

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	13,21,01,577	79.62	3,37,13,441	20.32	-
E-voting during the AGM	1,06,631	0.06	0	-	-
Total	13,22,08,208	79.68	3,37,13,441	20.32	-

The Resolution as mentioned in Item 7 of the Notice of the 30th AGM stands passed with requisite majority as a Special Resolution.

Item 8: Ordinary Resolution

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

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.



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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.

Total Number of members voted	Total Number of votes cast
887	16,59,04,807

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	4,86,73,173	79.90	1,22,41,368	20.10	10,48,96,775
E-voting during the AGM	0	-	1	0	93,490
Total	4,86,73,173	79.90	1,22,41,369	20.10	10,49,90,265

The Resolution as mentioned in Item 8 of the Notice of the 30th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 9: Ordinary Resolution

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

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”).



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Company Secretary in Wholetime Practice

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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.

Total Number of members voted	Total Number of votes cast
889	16,59,04,917


Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	4,86,73,322	79.90	1,22,41,329	20.10	10,48,96,775
E-voting during the AGM	0	0.00	1	0.00	93,490
Total	4,86,73,322	79.90	1,22,41,330	20.10	10,49,90,265

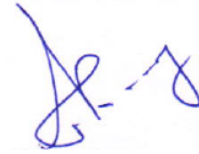
The Resolution as mentioned in Item 9 of the Notice of the 30th AGM stands passed with requisite majority as an Ordinary Resolution.



I hereby confirm that the relevant records in respect of the votes cast through remote e-voting and e-voting during the 30th 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: 29th September 2021	Name of the Company Secretary : S.P.NAGARAJAN
	ACS Number : 10028
	CP Number : 4738
	UDIN : A010028C001030355
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	

S.P. NAGARAJAN M.Com., A C S., LLB.,
Company Secretary
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