



1 February 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 Sirs,

Sub: Outcome of Board Meeting

We wish to inform you that the Board of Directors of the Company, at its meeting held today at 11:30 AM (IST), which concluded at 5:00 PM (IST), have considered and approved the following:

- a. Audited consolidated financial results of Mphasis Group for the quarter and nine months ended 31 December 2023 in the prescribed format;
- b. Audited financial results of Mphasis Limited for the quarter and nine months ended 31 December 2023 in the prescribed format;
- c. Statement of consolidated audited financial results of Mphasis group for the quarter and nine months ended 31 December 2023, being the extract of the financial results in the prescribed format, published in the Newspapers; and
- d. Report of the Auditor's on the consolidated and standalone Financial Results;

The above together with the related Press Release are enclosed.

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid financial results together with the report of the Auditors and the Press Release are being uploaded on the Stock Exchanges through <https://neaps.nseindia.com/NEWLISTINGCORP/> and <http://listing.bseindia.com/>. Further, the financial results are also being uploaded on the Company's website: www.mphasis.com.

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

Thanking you,
For Mphasis Limited



Subramanian Narayan
Senior Vice President and Company Secretary

Encl: As above

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SN

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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

Particulars		Audited					
		Quarter ended		Nine months ended		Year ended	
		31 December 2023	30 September 2023	31 December 2022	31 December 2023	31 December 2022	31 March 2023
CIN:L30007KA1992PLC025294							
Statement of Consolidated Audited Financial Results for the quarter and nine months ended 31 December 2023							
Amounts in ₹ million except share and per share data, unless otherwise stated							
Revenue from operations		33,379.49	32,765.02	35,062.13	98,664.62	104,372.75	137,984.97
Other income		542.39	490.38	399.75	1,536.23	1,190.01	1,615.99
Total income (I)		33,921.88	33,255.40	35,461.88	100,200.85	105,562.76	139,600.96
Expenses							
Employee benefits expense		19,694.65	19,597.45	20,498.22	58,607.46	60,952.39	80,757.80
Finance costs		528.44	340.41	244.06	1,109.89	735.88	972.58
Depreciation and amortization expense		1,034.29	889.73	820.77	2,797.57	2,417.94	3,252.42
Other expenses		7,678.55	7,211.19	8,388.87	22,225.77	25,067.42	32,887.59
Total expenses (II)		28,935.93	28,038.78	29,951.92	84,740.69	89,173.63	117,870.39
Profit before tax (III) [(I)-(II)]		4,985.95	5,216.62	5,509.96	15,460.16	16,389.13	21,730.57
Tax expense							
Current tax		1,516.35	1,392.59	1,284.34	4,543.03	4,034.85	5,078.68
Deferred tax		(266.41)	(95.46)	102.90	(698.89)	28.13	272.67
Total tax expense		1,249.94	1,297.13	1,387.24	3,844.14	4,062.98	5,351.35
Profit for the period (A)		3,736.01	3,919.49	4,122.72	11,616.02	12,326.15	16,379.22
Other comprehensive income ('OCI')							
Items not to be reclassified to profit or loss in subsequent periods							
Re-measurement gains / (losses) on defined employee benefit plans		(5.65)	15.24	36.05	(9.51)	17.29	14.68
Income tax effect on the above		1.88	(4.46)	(12.64)	4.10	(6.23)	(5.44)
Items to be reclassified to profit or loss in subsequent periods							
Exchange differences on translation of financial statements of foreign operations		209.71	275.78	617.51	450.04	2,258.95	2,083.84
Net change in fair value of derivatives designated as cash flow hedges		247.09	(306.55)	(450.14)	935.74	(3,129.26)	(2,240.28)
Income tax effect on cash flow hedges		(86.54)	107.57	156.13	(326.27)	1,090.28	780.68
Net change in fair value of investments in debt instruments carried at fair value through OCI		1.45	(6.83)	5.12	(2.31)	(5.91)	(4.66)
Income tax effect on fair value of investments in debt instruments		(0.33)	1.48	(1.11)	0.45	1.92	1.44
Total OCI / (losses) for the period, net of tax (B)		367.61	82.23	350.92	1,052.24	227.04	630.26
Total comprehensive income for the period (A+B)		4,103.62	4,001.72	4,473.64	12,668.26	12,553.19	17,009.48
Profit for the period attributable to:							
Equity owners of the Company		3,736.01	3,919.49	4,122.72	11,616.02	12,326.15	16,379.22
Non-controlling interests		-	-	-	-	-	-
		3,736.01	3,919.49	4,122.72	11,616.02	12,326.15	16,379.22
OCI / (losses) for the period attributable to:							
Equity owners of the Company		367.61	82.23	350.92	1,052.24	227.04	630.26
Non-controlling interests		-	-	-	-	-	-
		367.61	82.23	350.92	1,052.24	227.04	630.26
Total comprehensive income for the period attributable to:							
Equity owners of the Company		4,103.62	4,001.72	4,473.64	12,668.26	12,553.19	17,009.48
Non-controlling interests		-	-	-	-	-	-
		4,103.62	4,001.72	4,473.64	12,668.26	12,553.19	17,009.48
Equity share capital		1,887.71	1,885.88	1,883.30	1,887.71	1,883.30	1,884.07
Other equity		81,571.18	77,217.15	72,715.35	81,571.18	72,715.35	77,464.32
Earnings per equity share (par value ₹ 10 per share)							
Basic (₹)		19.80	20.79	21.90	61.60	65.53	87.05
Diluted (₹)		19.64	20.62	21.78	61.16	65.00	86.37
Segment reporting							
Operating segments are defined as components of the Group for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and in assessing performance. The Group's Chief Operating Decision Maker ('CODM') is the Chief Executive Officer.							
The Group has identified business segments as reportable segments. The business segments identified are Banking and Financial Services, Logistics and transportation, Technology Media and Telecom, Insurance, and Others. Effective 1 April 2023, the Group re-organized the grouping of certain customers amongst operating segments in line with the go-to market strategy, as reviewed by the CODM. The revised segment results have been disclosed accordingly. The comparative information for the year ended 31 March 2023 and quarter and nine months ended 31 December 2022 has been restated to give effect to the above change.							
CODM does not review assets and liabilities at reportable segments level, hence segment disclosures relating to total assets and liabilities have not been provided.							
		Quarter ended		Nine months ended		Year ended	
		31 December 2023	30 September 2023	31 December 2022	31 December 2023	31 December 2022	31 March 2023
Segment revenue							
Banking and Financial Services		15,684.26	15,541.51	18,699.18	47,347.23	55,495.27	73,184.82
Logistics and Transportation		4,581.33	4,407.42	4,679.97	13,618.68	13,736.24	18,411.21
Technology Media and Telecom		5,219.07	5,702.77	4,932.74	15,848.58	14,700.34	19,445.29
Insurance		3,812.65	3,543.92	3,638.68	10,799.78	10,679.29	14,010.46
Others		4,209.39	3,768.18	3,405.07	11,575.57	9,925.79	13,378.05
Unallocated - hedge		(127.21)	(198.78)	(293.51)	(525.22)	(164.18)	(444.86)
Total segment revenue		33,379.49	32,765.02	35,062.13	98,664.62	104,372.75	137,984.97
Segment result							
Banking and Financial Services		4,361.24	3,458.21	4,884.94	12,030.51	14,639.84	19,658.50
Logistics and Transportation		1,535.44	1,269.24	1,449.93	4,215.11	3,995.87	5,430.32
Technology Media and Telecom		1,195.02	2,225.94	1,071.59	4,547.97	3,474.14	4,566.74
Insurance		1,298.49	691.96	1,046.80	2,907.55	2,922.87	3,753.16
Others		1,412.04	1,333.87	1,206.82	4,097.02	3,422.31	4,548.66
Unallocated - hedge		(127.21)	(198.78)	(293.51)	(525.22)	(164.18)	(444.86)
Total segment result		9,675.02	8,780.44	9,366.57	27,272.94	28,290.85	37,512.52
Finance costs		(528.44)	(340.41)	(244.06)	(1,109.89)	(735.88)	(972.58)
Other income		542.39	490.38	399.75	1,536.23	1,190.01	1,615.99
Other unallocable expenditure		(4,703.02)	(3,713.79)	(4,012.30)	(12,239.12)	(12,355.85)	(16,425.36)
Profit before taxation		4,985.95	5,216.62	5,509.96	15,460.16	16,389.13	21,730.57

Particulars		Quarter ended		Nine months ended		Year ended
		31 December 2023	30 September 2023	31 December 2022	31 December 2023	31 December 2022
Revenue from operations	22,226.27	22,847.10	24,188.87	68,376.94	70,128.61	94,246.43
Profit before tax	5,413.43	5,311.58	4,812.54	15,894.74	13,825.12	18,819.67
Profit after tax	4,017.50	3,722.40	3,716.74	11,478.68	10,379.50	14,138.65

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

3 The Board of Directors at their meeting held on 27 April 2023 had proposed a final dividend of ₹ 50 per equity share for the year ended 31 March 2023 which was approved by the shareholders at the Annual General Meeting held on 20 July 2023 and was paid during the previous quarter.

4 On 23 June 2023, the Company through its wholly owned subsidiary, Mphasis Corporation, acquired the professional services business of Kore.ai (Kore). For convenience purposes, the Group has consolidated the results of the professional services business of Kore in its consolidated financial statements with effect from 1 April 2023. The revenue and profits included in the consolidated financial statements, pursuant to such acquisition are not material. Kore provides an end-to-end, comprehensive AI powered "no-code" platform that serves as a secure foundation for enterprises to design, build, test, host and deploy AI-rich virtual assistants, process assistants and conversational digital apps across different digital and voice channels. The Group will benefit from Kore's capabilities in professional services business. The acquisition was executed through an agreement for a cash consideration of ₹ 4,922.55 million (USD 60.00 million) payable over a 3 year period. Based on purchase price allocation carried out, the excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. The goodwill of ₹ 2,754.16 million comprises value of acquired workforce and expected synergies arising from the business combination. The identified intangible assets and goodwill are tax-deductible. Goodwill has been allocated to Kore, being a Cash Generating Unit ('CGU').

5 On 1 July 2023, the Company through its wholly owned subsidiary, Mphasis Consulting Limited, obtained control of eBecs Limited and its subsidiaries ('eBecs') by acquiring 100% of its shares. eBecs, is a Microsoft Gold Partner delivering Microsoft Business Solutions and Managed Services globally. As one of the large Microsoft Dynamics partners in the UK and Ireland region, eBecs helps customers digitally transform their businesses, cut complexity and cost, improve customer service and drive growth. The acquisition was executed through a share purchase agreement for a cash consideration of ₹ 1,439.14 million (USD 17.18 million). The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. Net assets acquired include trade receivables valued at ₹ 305.17 million. Trade receivables are expected to be collected in full. Goodwill of ₹ 1,275.40 million comprises value of acquired workforce and expected synergies arising from the acquisition. The customer relationships and goodwill are tax deductible. Goodwill has been allocated to eBecs, being a Cash Generating Unit ('CGU').

6 On 12 October 2023, the Company through its wholly owned subsidiary, Mphasis Corporation, obtained control of Sonnick Partners LLC and its subsidiaries ('Sonnick') by acquiring 100% of its shares. Sonnick is Salesforce service partner aligned to key industry verticals like financial services, healthcare, and media & entertainment. It guides clients through their digital transformation with consulting and advisory services, implementation, and managed services. For convenience purposes, the Group has consolidated the results of Sonnick in its consolidated financial statements with effect from 1 October 2023. The Group will benefit from Sonnick's expertise in Salesforce implementation and managed services business. The acquisition was executed through a share purchase agreement for a cash consideration of ₹ 10,180.69 million (USD 122.28 million). The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. Net assets acquired include ₹ 847.34 million of cash and cash equivalents and trade receivables valued at ₹ 540.53 million. Trade receivables are expected to be collected in full. Goodwill of ₹ 7,443.56 million comprises value of acquired workforce and expected synergies arising from the acquisition. The intangibles and goodwill are tax deductible. Goodwill has been allocated to Sonnick, being a Cash Generating Unit ('CGU'). For the quarter ended 31 December 2023, Sonnick contributed revenues of ₹ 1,264.37 million to the Group's revenues.

7 On 23 December 2021, the Company through its wholly owned subsidiary, Mphasis Consulting Limited, had entered into a Business venture agreement ("BVA") with Ardonagh Services Limited ("Ardonagh"), pursuant to which the Group and Ardonagh had agreed to set up a shared service entity, namely "Mrald" to service middle and back office services business of Ardonagh. On 31 December 2023, the Group completed the business combination pursuant to the BVA. The BVA would provide enabling operational services and transformation for insurance intermediary services and reinsurance including client administration, payment processing, claims processing, procurement, data management and storage software management and network and security solution. The total purchase consideration paid to Ardonagh for this transaction amounted ₹ 317.15 million (GBP 3.00 million) and was fully discharged in cash. Based on purchase price allocation carried out, the excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. The goodwill of ₹ 169.87 million comprises value of acquired workforce and expected synergies arising from the business combination. The identified intangible assets and goodwill are tax-deductible. Goodwill has been allocated to Mrald, being a Cash Generating Unit ('CGU').

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

By Order of the Board,
Mphasis Limited

NITIN RAKESH Digitally signed
by NITIN RAKESH

Nitin Rakesh
Chief Executive Officer & Managing Director

Bengaluru
01 February 2024

Particulars	Audited					
	Quarter ended			Nine months ended		Year ended
	31 December 2023	30 September 2023	31 December 2022	31 December 2023	31 December 2022	31 March 2023
Revenue from operations	22,226.27	22,847.10	24,188.87	68,376.94	70,128.61	94,246.43
Other income	330.03	286.93	288.31	936.02	902.39	1,184.87
Total income (I)	22,556.30	23,134.03	24,477.18	69,312.96	71,031.00	95,431.30
Expenses						
Employee benefits expense	6,657.79	6,956.82	7,258.63	20,570.95	21,688.85	28,920.55
Finance costs	166.99	168.89	199.76	504.72	547.77	737.03
Depreciation and amortization expense	496.04	474.26	450.82	1,444.07	1,293.21	1,757.52
Other expenses	9,822.05	10,222.48	11,755.43	30,898.48	33,676.05	45,196.53
Total expenses (II)	17,142.87	17,822.45	19,664.64	53,418.22	57,205.88	76,611.63
Profit before tax (III) [(I)-(II)]	5,413.43	5,311.58	4,812.54	15,894.74	13,825.12	18,819.67
Tax expenses						
Current tax	1,323.04	1,443.42	1,129.30	4,190.33	3,483.77	4,578.44
Deferred tax	72.89	145.76	(33.50)	225.73	(38.15)	102.58
Total tax expenses	1,395.93	1,589.18	1,095.80	4,416.06	3,445.62	4,681.02
Profit for the period (A)	4,017.50	3,722.40	3,716.74	11,478.68	10,379.50	14,138.65
Other comprehensive income ('OCI')						
Items not to be reclassified to profit or loss in subsequent periods						
Re-measurement gains / (losses) on defined employee benefit plans	(4.84)	7.90	35.25	(15.05)	17.12	15.13
Income tax effect on the above	1.69	(2.76)	(12.31)	5.26	(5.98)	(5.29)
Items to be reclassified to profit or loss in subsequent periods						
Net change in fair value of derivatives designated as cash flow hedges	249.16	(311.19)	(458.64)	929.10	(3,105.74)	(2,219.40)
Income tax effect on cash flow hedges	(87.06)	108.74	150.83	(324.66)	1,085.27	775.55
Net change in fair values of investments in debt instruments carried at fair value through OCI	0.36	(1.41)	0.80	(0.45)	(3.46)	(2.76)
Income tax effect on fair values of investments in debt instruments	(0.12)	0.49	(0.28)	0.16	1.21	0.97
Total OCI / (losses) for the period, net of tax (B)	159.19	(198.23)	(284.35)	594.36	(2,011.58)	(1,435.80)
Total comprehensive income for the period (A+B)	4,176.69	3,524.17	3,432.39	12,073.04	8,367.92	12,702.85
Equity share capital	1,887.71	1,885.88	1,883.30	1,887.71	1,883.30	1,884.07
Other equity	51,714.53	47,287.43	43,575.28	51,714.53	43,575.28	48,202.89
Earnings per equity share (par value ₹ 10 per share)						
Basic (₹)	21.29	19.74	19.74	60.87	55.18	75.14
Diluted (₹)	21.12	19.59	19.64	60.44	54.74	74.56
Segment reporting	In accordance with Ind AS 108, Operating segments, the Company is not required to disclose segment information in standalone financial results. Refer the consolidated financial results for segment information.					
Notes:	<p>1 The financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) 34, Interim Financial Reporting, specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time. These results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 01 February 2024. The statutory auditors have expressed an unmodified audit opinion on these results.</p> <p>2 The Board of Directors at their meeting held on 27 April 2023 had proposed a final dividend of ₹ 50 per equity share for the year ended 31 March 2023 which has been approved by the shareholders at the Annual General Meeting held on 20 July 2023 and was paid during the previous quarter.</p>					
Bengaluru 1 February 2024				<p>By Order of the Board, Mphasis Limited</p> <p>NITIN RAKESH Digitally signed by NITIN RAKESH</p> <p>Nitin Rakesh Chief Executive Officer & Managing Director</p>		

B S R & Co. LLP

Chartered Accountants

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 Bengaluru - 560 071, India
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Independent Auditor's Report

To the Board of Directors of Mphasis Limited

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying Statement of Consolidated Financial Results of Mphasis Limited ("Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended 31 December 2023 and for the period from 1 April 2023 to 31 December 2023, ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

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

- includes the results of the entities listed in Annexure I;
- is presented in accordance with the requirements of Regulation 33 of the Listing Regulations as amended; and
- gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of consolidated total comprehensive income (comprising of net profit and other comprehensive income) and other financial information of the Group for the quarter ended 31 December 2023 and for the period from 1 April 2023 to 31 December 2023.

Basis for Opinion

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

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

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

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

Registered Office:

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

B S R & Co. LLP**Independent Auditor's Report (Continued)****Mphasis Limited**

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

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

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

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

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

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

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

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

B S R & Co. LLP

Independent Auditor's Report (Continued)

Mphasis Limited

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

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

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

Chartered Accountants

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

AMIT
SOMANI

Digitally signed
by AMIT
SOMANI
Date: 2024.02.01
15:30:21 +05'30'

Amit Somani

Partner

Bengaluru

01 February 2024

Membership No.: 060154

UDIN:24060154BKFDGS6905

B S R & Co. LLP

Independent Auditor's Report (Continued)

Mphasis Limited

Annexure I

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

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

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Independent Auditor's Report (Continued)

Mphasis Limited

Sr. No	Legal name of the entity	Relationship
27	Digital Risk Europe, OOD.	Subsidiary
28	Stelligent Systems LLC	Subsidiary
29	Datalytx Limited	Subsidiary
30	Datalytx MSS Limited	Subsidiary
31	Dynamyx Limited	Subsidiary
32	Mphasis Digi Information Technology Services (Shanghai) Limited	Subsidiary
33	Blink Interactive, Inc.	Subsidiary
34	Redshift Digital, Inc. (upto 19 September 2022)	Subsidiary
35	Mrald Limited	Subsidiary
36	Mrald Services Limited	Subsidiary
37	Mphasis Solutions Services Corporation	Subsidiary
38	Mrald Services Private Limited	Subsidiary
39	Ebecs Limited (w.e.f. 1 July 2023)	Subsidiary
40	Ebecs Business Solution (Ireland) Limited (w.e.f. 1 July 2023)	Subsidiary
41	Sonnick Partners LLC (w.e.f. 12 October 2023)	Subsidiary
42	Shift US Holdings LLC (w.e.f. 12 October 2023)	Subsidiary
43	Silverline Canada Holdings, Inc. (w.e.f. 12 October 2023)	Subsidiary
44	Sonnick CRM Solutions LLP (w.e.f. 12 October 2023)	Subsidiary
45	Mphasis Arabia Limited (w.e.f. 19 December 2023)	Subsidiary
46	Mphasis Employees Benefit Trust	Controlled Trust
47	Mphasis Employees Equity Reward Trust	Controlled Trust

B S R & Co. LLP

Chartered Accountants

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Independent Auditor's Report

To the Board of Directors of Mphasis Limited

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone quarterly financial results of Mphasis Limited ("the Company") for the quarter ended 31 December 2023 and the year to date results for the period from 1 April 2023 to 31 December 2023, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

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

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the quarter ended 31 December 2023 as well as the year to date results for the period from 1 April 2023 to 31 December 2023.

Basis for Opinion

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

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

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

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

Registered Office:

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

B S R & Co. LLP

Independent Auditor's Report (Continued)

Mphasis Limited

misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

B S R & Co. LLP

Independent Auditor's Report (Continued)

Mphasis Limited

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

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

Chartered Accountants

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

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Date: 2024.02.01
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Amit Somani

Partner

Bengaluru

01 February 2024

Membership No.: 060154

UDIN:24060154BKFDGQ9669

Mphasis Group			
Registered Office : Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru - 560 048. Telephone: 91 80 67501000, Fax: 91 80 6695 9943, Website: www.mphasis.com, E-mail: Investor.relations@mphasis.com			
CIN:L30007KA1992PLC025294			
Amounts in ₹ million except share and per share data, unless otherwise stated			
Extract of Statement of Consolidated Audited Financial Results for the quarter and nine months ended 31 December 2023			
Particulars	Quarter ended	Nine months ended	Quarter ended
	31 December 2023	31 December 2023	31 December 2022
1 Revenue from operations	33,379.49	98,664.62	35,062.13
2 Net profit before tax	4,985.95	15,460.16	5,509.96
3 Net profit after tax	3,736.01	11,616.02	4,122.72
4 Total comprehensive income (comprising net profit after tax and other comprehensive income after tax)	4,103.62	12,668.26	4,473.64
5 Equity share capital	1,887.71	1,887.71	1,883.30
6 Other equity	81,571.18	81,571.18	72,715.35
7 Earnings per equity share (par value ₹ 10 per share)			
Basic (₹)	19.80	61.60	21.90
Diluted (₹)	19.64	61.16	21.78
Notes:			
1 The financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) 34, Interim Financial Reporting, specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time. These results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 1 February 2024. The statutory auditors have expressed an unmodified audit opinion on these results.			
2 Audited Financial Results of Mphasis Limited (Standalone information).			
Particulars	Quarter ended	Nine months ended	Quarter ended
	31 December 2023	31 December 2023	31 December 2022
Revenue from operations	22,226.27	68,376.94	24,188.87
Profit before tax	5,413.43	15,894.74	4,812.54
Profit after tax	4,017.50	11,478.68	3,716.74
3 The Board of Directors at their meeting held on 27 April 2023 had proposed a final dividend of ₹ 50 per equity share for the year ended 31 March 2023 which was approved by the shareholders at the Annual General Meeting held on 20 July 2023 and has been paid during the previous quarter.			
4 On 23 June 2023, the Company through its wholly owned subsidiary, Mphasis Corporation, acquired the professional services business of Kore.ai (Kore). For convenience purposes, the Group has consolidated the results of the professional services business of Kore in its consolidated financial statements with effect from 1 April 2023. The revenue and profits included in the consolidated financial statements, pursuant to such acquisition are not material. Kore provides an end-to-end, comprehensive AI powered "no-code" platform that serves as a secure foundation for enterprises to design, build, test, host and deploy AI-rich virtual assistants, process assistants and conversational digital apps across different digital and voice channels. The Group will benefit from Kore's capabilities in professional services business. The acquisition was executed through an agreement for a cash consideration of ₹ 4,922.55 million (USD 60.00 million) payable over a 3 year period. Based on purchase price allocation carried out, the excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. The goodwill of ₹ 2,754.16 million comprises value of acquired workforce and expected synergies arising from the business combination. The identified intangible assets and goodwill are tax-deductible. Goodwill has been allocated to Kore, being a Cash Generating Unit ('CGU').			
5 On 1 July 2023, the Company through its wholly owned subsidiary, Mphasis Consulting Limited, obtained control of eBecs Limited and its subsidiaries ('eBecs') by acquiring 100% of its shares. eBecs, is a Microsoft Gold Partner delivering Microsoft Business Solutions and Managed Services globally. As one of the large Microsoft Dynamics partners in the UK and Ireland region, eBecs helps customers digitally transform their businesses, cut complexity and cost, improve customer service and drive growth. The acquisition was executed through a share purchase agreement for a cash consideration of ₹ 1,439.14 million (USD 17.18 million). The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. Net assets acquired include trade receivables valued at ₹ 305.17 million. Trade receivables are expected to be collected in full. Goodwill of ₹ 1,275.40 million comprises value of acquired workforce and expected synergies arising from the acquisition. The customer relationships and goodwill are tax deductible. Goodwill has been allocated to eBecs, being a Cash Generating Unit ('CGU').			
6 On 12 October 2023, the Company through its wholly owned subsidiary, Mphasis Corporation, obtained control of Sonnack Partners LLC and its subsidiaries ('Sonnack') by acquiring 100% of its shares. Sonnack is Salesforce service partner aligned to key industry verticals like financial services, healthcare, and media & entertainment. It guides clients through their digital transformation with consulting and advisory services, implementation, and managed services. For convenience purposes, the Group has consolidated the results of Sonnack in its consolidated financial statements with effect from 1 October 2023. The Group will benefit from Sonnack's expertise in Salesforce implementation and managed services business. The acquisition was executed through a share purchase agreement for a cash consideration of ₹ 10,180.69 million (USD 122.28 million). The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. Net assets acquired include ₹ 847.34 million of cash and cash equivalents and trade receivables valued at ₹ 540.53 million. Trade receivables are expected to be collected in full. Goodwill of ₹ 7,443.56 million comprises value of acquired workforce and expected synergies arising from the acquisition. The intangibles and goodwill are tax deductible. Goodwill has been allocated to Sonnack, being a Cash Generating Unit ('CGU').			
7 On 23 December 2021, the Company through its wholly owned subsidiary, Mphasis Consulting Limited, had entered into a Business venture agreement ("BVA") with Ardonagh Services Limited ("Ardonagh"), pursuant to which the Group and Ardonagh had agreed to set up a shared service entity, namely "Mrald" to service middle and back office services business of Ardonagh. On 31 December 2023, the Group completed the business combination pursuant to the BVA. The BVA would provide enabling operational services and transformation for insurance intermediary services and reinsurance including client administration, payment processing, claims processing, procurement, data management and storage software management and network and security solution. The total purchase consideration paid to Ardonagh for this transaction amounted ₹ 317.15 million (GBP 3.00 million) and was fully discharged in cash. Based on purchase price allocation carried out, the excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. The goodwill of ₹ 169.87 million comprises value of acquired workforce and expected synergies arising from the business combination. The identified intangible assets and goodwill are tax-deductible. Goodwill has been allocated to Mrald, being a Cash Generating Unit ('CGU').			
<p>By Order of the Board, Mphasis Limited</p> <p>NITIN RAKESH  Digitally signed by NITIN RAKESH</p> <p>Nitin Rakesh Chief Executive Officer & Managing Director</p>			
Bengaluru 01 February 2024			

Gross revenue grew 1.6% QoQ in Q3 FY24



~ Gross profit grew 10.2% QoQ and 3.3% YoY to ₹ 9,675 million

Bengaluru, 01 February 2024: [Mphasis](#) Limited (BSE - 526299; NSE - MPHASIS), an Information Technology (IT) solutions provider specializing in cloud and cognitive services, today announced its financial results for the quarter ended 31st December 2023.

Quarter ended 31st December 2023

- Gross Revenue grew 1.6% QoQ and declined 5.2% YoY in Q3 FY24 on reported basis and grew 1.0% QoQ and declined 6.8% YoY in Constant Currency
- Direct revenue grew 2.0% QoQ and declined 3.3% YoY on reported basis and grew 1.3% QoQ and declined 5.0% YoY in Constant Currency
- New TCV wins USD 241 million in Q3 FY24 in Direct; of which 85% in new-gen services. FYTD TCV wins of USD 1,203 million, grew 20% YoY
- Net profit margin at 11.2% at ₹ 3,736 million in Q3 FY24
- Reported EPS at ₹ 19.8.

“We are witnessing signs of stability, despite seasonal softness in Q3 FY24. While we are still in the midst of macro headwinds, clients are also accelerating towards newer sources of value such as AI to stay ahead. Building on our track record of strong pipeline to total contract value (TCV) conversion, we continue to focus on converting TCV to revenue,” said **Nitin Rakesh, Chief Executive Officer, and Managing Director, Mphasis.**

Deal wins:

- A leading American telecommunications major has engaged Mphasis to lead its vendor consolidation and partnership strategy across enterprise technology solutions, digital and cyber security
- A leading American financial services company has chosen Mphasis to help engineer, enable, and leverage the cloud
- A leading American financial services company is engaging Mphasis as part of a multi-year deal to lead centralized production support services. Mphasis’ capabilities around AI-led transformation were key in securing this win.

Awards and Recognitions:

- Mphasis recognized by BusinessWorld in India's Most Sustainable Companies (IMSC)
- Recognized as one of the Best Tech Brands 2023 | The Economic Times
- Wins Bronze Stevie in the Business Technology category under Product Management & New Product Awards at the 21st Annual American Business Awards®
- Secures gold from Brandon Hall Group for the Hi-Tech, Hi-Touch and Hi-Trust Candidate Experience Model.
- Wins Talent Board the Candidate Experience Award for EMEA and North America
- Wins GOLD at the Meytier Equitable Hiring Awards for equitable and inclusive hiring practices.

Analyst Positioning:

- ISG Star of Excellence™ - 2023 Awards – in the Emerging Tech segment for ‘Artificial Intelligence’ and ‘IoT’
- Mphasis wins the Avasant 2023 Digital Masters Award in the Challengers Category
- Recognized as ‘Leader’ in Everest Group’s [Data and Analytics \(D&A\) Services for Mid-market Enterprises PEAK Matrix® Assessment 2023](#)
- Recognized as ‘Major Contender’ in Everest Group’s [Talent Readiness for Next-generation IT Services PEAK Matrix® Assessment 2023](#)
- Recognized as ‘Major Contender’ in Everest Group’s [Healthcare Payer Digital Services PEAK Matrix® Assessment 2023](#)
- Recognized as a Leader/Rising Star at the ISG Industry Sourcing Awards 2023

- Featured in Forrester’s [The Microsoft Business Applications Services Landscape, Q4 2023](#)
- Featured in Forrester’s [The Application Modernization And Migration Services Landscape, Q4 2023](#)
- Featured in Forrester’s [The Continuous Automation And Testing Services Landscape, Q4 2023](#)
- Featured in Gartner’s [Market Guide for Life Policy Administration Systems, EMEA](#)
- Featured in Gartner’s [Market Guide for Life Policy Administration Systems, Americas](#)
- Featured in Gartner’s [Magic Quadrant for Custom Software Development Services, Worldwide](#)
- Featured in Gartner’s [Market Guide for Hyperautomation Service Providers](#)

About Mphasis

Mphasis’ purpose is to be the “*Driver in Driverless Car*” for Global Enterprises by applying next-generation design, architecture, and engineering services, to deliver scalable and sustainable software and technology solutions. Customer centricity is foundational to Mphasis, and is reflected in the Mphasis’ [Front2Back™](#) Transformation approach. [Front2Back™](#) uses the exponential power of cloud and cognitive to provide hyper-personalized (C= $X2C2^{TM}=1$) digital experience to clients and their end customers. Mphasis’ Service Transformation approach helps ‘shrink the core’ through the application of digital technologies across legacy environments within an enterprise, enabling businesses to stay ahead in a changing world. Mphasis’ core reference architectures and tools, speed and innovation with domain expertise and specialization, combined with an integrated sustainability and purpose-led approach across its operations and solutions are key to building strong relationships with marquee clients. Click [here](#) to know more. ([BSE: 526299](#); [NSE: MPHASIS](#))

Safe Harbor:

Certain statements mentioned in this presentation concerning our future growth prospects are forward looking statements (the “Forward Statements”) and are based on reasonable expectations of the management, which involves a number of risks, and uncertainties that could cause actual results to differ materially from those in such Forward Statements. The risks and uncertainties relating to these Forward Statements include, but are not limited to, risks and uncertainties regarding fluctuations in our earnings, fluctuations in foreign exchange rates, revenue and profits, our ability to generate and manage growth, intense competition in IT services, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price and fixed-time frame contracts, restrictions on immigration, industry segment concentration, our ability to manage our international operations, our revenues being highly dependent on clients in the United States of America, reduced demand for technology in our key focus areas, disruptions in telecommunication networks or system failures, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, withdrawal of fiscal governmental incentives, political instability, adverse impact of global pandemics (including COVID-19 impact), war, legal restrictions on raising capital or acquiring companies, unauthorized use of our intellectual property(ies) and general economic conditions affecting our businesses and industry. We may, from time to time, make additional written and oral Forward Statements. We do not undertake to update any Forward Statements that may be made from time to time by us or on our behalf, unless required under the law.

For further information please contact:

Corporate Communications

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