

20 July 2023

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

The Manager, Listing
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. c/1,
G-Block, Bandra-Kurla Complex,
Mumbai – 400 051

Dear Sir,

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

We wish to inform that the members of the Company have approved all the resolutions as stated in the Notice of the Thirty Second Annual General Meeting (AGM) dated 27 April 2023, with requisite majority at the AGM of the Company held today through Video Conferencing at 09.00 am (IST).

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

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

On the basis of the above reports, it is hereby declared that the resolutions as stated in the Notice of the AGM dated 27 April 2023, 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 20 July 2023 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



Subramanian Narayan
Senior Vice President and Company Secretary

Encl.: As above

DECLARATION OF VOTING RESULTS OF THIRTY SECOND ANNUAL GENERAL MEETING HELD ON 20 JULY 2023
(Consolidated Results of e-voting and Remote e-voting during the AGM)

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company extended e-voting facility (Remote e-voting) to its members to vote on all the resolutions which were proposed at the Thirty Second Annual General Meeting (AGM) of the Company held through Video Conferencing on 20 July 2023 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 32nd 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 27 April 2023, 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
	Favour	Against	Invalid	
Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2023 and the reports of the Board and Auditors' thereon.	16,89,50,778	196	-	Ordinary Resolution
Percentage	100	-	-	
Declaration of final dividend of Rs. 50 per equity share.	16,90,57,837	61	-	
Percentage	100	-	-	
Re-appointment of Mr. Amit Dixit (DIN: 01798942) as a Director.	15,02,80,660	1,87,77,119	-	
Percentage	88.89	11.11	-	
Re-appointment of Mr. Marshall Jan Lux (DIN: 08178748) as a Director.	15,59,33,765	1,31,23,834	-	
Percentage	92.24	7.76	-	
Appointment of Mr. Kabir Mathur (DIN: 08635072) as a Director.	15,66,32,673	1,24,25,063	-	
Percentage	92.65	7.35	-	
Re-appointment of B S R & Co. LLP, Statutory Auditors from the conclusion of 32 nd Annual General Meeting until the conclusion of 37 th Annual General Meeting and to fix their remuneration.	16,90,57,405	348	-	
Percentage	100	-	-	

For and on behalf of the Board



Bengaluru
20 July 2023

Subramanian Narayan
Senior Vice President and Company Secretary

Voting Results of the 32nd Annual General Meeting held on 20 July 2023
 [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Description	Particulars
Date of AGM	20 July 2023
Total No. of Shareholders as on Record date*	177,163
No. of Shareholders present in meeting either in person or through Proxy: ^{refer note}	
<ul style="list-style-type: none"> • Promoters and Promoter Group: 	Nil
<ul style="list-style-type: none"> • Public: 	Nil
No. of Shareholders attended the meeting through Video Conferencing	
<ul style="list-style-type: none"> • Promoters and Promoter Group 	1
<ul style="list-style-type: none"> • Public 	58
Whether Promoter/Promoter Group are interested in the agenda / resolution	No

* as at the cut-off date 13 July 2023

Note: Ministry of Corporate Affairs ("MCA") vide its General circulars Nos. 10/2022, 2/2022 and 19/2021, and the Securities and Exchange Board of India have vide circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023 (hereinafter collectively referred to as "Circulars"), have permitted convening of the AGM over VC. In terms of the Circulars, the members attending the AGM only through VC, were counted for the purpose of quorum and no facility for appointment of Proxy by the members was provided.

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CIN: L30007KA1992PLC025294

Agenda	1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2023, 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	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot	<i>Not Applicable</i>						
	Total	104799642	104799642	100.0000	104799642	-	100.0000	0.0000
Public Institutions	e-voting	72391672	63917441	88.2939	63917441	0	100.0000	0.0000
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	72391672	63917441	88.2939	63917441	0	100.0000	0.0000
Public Non-Institutions	e-voting	11362202	157718	1.3881	157522	196	99.8757	0.1243
	Poll		76173	0.6704	76173	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	Total	11362202	233891	2.0585	233695	196	99.9162	0.0838
Total		188553516	168950974	89.6037	168950778	196	99.9999	0.0001

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	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>					
	Total	104799642	104799642	100.0000	104799642	-	100.0000	0.0000
Public Institutions	e-voting	72391672	64025186	88.4428	64025186	0	100.0000	0.0000
	Poll							
	Postal Ballot		<i>Not Applicable</i>					
	Total	72391672	64025186	88.4428	64025186	0	100.0000	0.0000
Public Non-Institutions	e-voting	11362202	156897	1.3809	156836	61	99.9611	0.0389
	Poll		76173	0.6704	76173	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	Total	11362202	233070	2.0513	233009	61	99.9738	0.0262
Total		188553516	169057898	89.6604	169057837	61	100.0000	0.0000

Agenda	3. Re-appointment of Mr. Amit Dixit (DIN: 01798942) as a Director, who retired by rotation							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	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	72391672	64025186	88.4428	45256429	18768757	70.6854	29.3146
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	72391672	64025186	88.4428	45256429	18768757	70.6854	29.3146
Public Non-Institutions	e-voting	11362202	156778	1.3798	148416	8362	94.6663	5.3337
	Poll		76173	0.6704	76173	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	Total	11362202	232951	2.0502	224589	8362	96.4104	3.5896
Total		188553516	169057779	89.6604	150280660	18777119	88.8931	11.1069

Agenda	4. Re-appointment of Mr. Marshall Jan Lux (DIN: 08178748) as a Director, who retired by rotation							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)] * 100$	(4)	(5)	$(6)=[(4)/(2)] * 100$	$(7)=[(5)/(2)] * 100$
Promoter and promoter group	e-voting	104799642	104799642	100.0000	104799642	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot	<i>Not Applicable</i>						
	Total	104799642	104799642	100.0000	104799642	-	100.0000	0.0000
Public Institutions	e-voting	72391672	64025186	88.4428	50901682	13123504	79.5026	20.4974
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	72391672	64025186	88.4428	50901682	13123504	79.5026	20.4974
Public Non-Institutions	e-voting	11362202	156598	1.3782	156268	330	99.7893	0.2107
	Poll		76173	0.6704	76173	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	Total	11362202	232771	2.0486	232441	330	99.8582	0.1418
Total		188553516	169057599	89.6603	155933765	13123834	92.2371	7.7629

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CIN: L30007KA1992PLCO25294

Agenda	5. Appointment of Mr. Kabir Mathur (DIN: 08635072) as a Director, who retired by rotation.							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	e-voting	104799642	104799642	100.0000	104799642	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>					
	Total	104799642	104799642	100.0000	104799642	-	100.0000	0.0000
Public Institutions	e-voting	72391672	64025186	88.4428	51608571	12416615	80.6067	19.3933
	Poll							
	Postal Ballot		<i>Not Applicable</i>					
	Total	72391672	64025186	88.4428	51608571	12416615	80.6067	19.3933
Public Non-Institutions	e-voting	11362202	156735	1.3794	148287	8448	94.6100	5.3900
	Poll		76173	0.6704	76173	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	Total	11362202	232908	2.0498	224460	8448	96.3728	3.6272
Total		188553516	169057736	89.6603	156632673	12425063	92.6504	7.3496

Agenda	6. To re-appoint B S R & Co. LLP, as the Statutory Auditors from the conclusion of the 32 nd Annual General Meeting until the conclusion of the 37 th Annual General Meeting and to fix their 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	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	Total	104799642	104799642	100.0000	104799642	-	100.0000	0.0000
Public Institutions	e-voting	72391672	64025186	88.4428	64025186	0	100.0000	0.0000
	Poll					-		
	Postal Ballot	<i>Not Applicable</i>						
	Total	72391672	64025186	88.4428	64025186	0	100.0000	0.0000
Public Non-Institutions	e-voting	11362202	156752	1.3796	156404	348	99.7780	0.2220
	Poll		76173	0.6704	76173	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	Total	11362202	232925	2.0500	232577	348	99.8506	0.1494
Total		188553516	169057753	89.6604	169057405	348	99.9998	0.0002

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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 32nd Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on Thursday, 20th July 2023 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 32nd 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 32nd 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 32nd 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 6 of the Notice of the 32nd AGM of the members of the Company dated 27th April 2023.



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 32nd AGM of the Company is the responsibility of the management.

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

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

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

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") dated 28th December 2022, 5th May 2022, 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 27th April 2023 was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories and through post to the members whose e-mail addresses were not registered with the Company/ Depositories. The Notice of the AGM was also made available on the Company's website, websites of the Stock Exchanges and on the website of NSDL.

CUT-OFF DATE:

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., Thursday, 13th July 2023, were entitled to vote on the resolutions as set out in the Notice of the 32nd AGM of the Company. The voting rights of members were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, 13th July 2023.

REMOTE E-VOTING:

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

The remote e-voting period was open for five (5) days which commenced on Saturday, 15th July 2023 at 9:00 A.M. and concluded on Wednesday, 19th July 2023 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.



E-VOTING AT THE 32ND AGM:

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

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

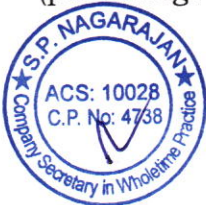
The Ministry of Corporate Affairs ("MCA") vide its circular dated 28th December 2022, permitted convening the AGM due in the year 2023 through VC. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 32nd 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 20th July 2023 on the results of remote e- voting and e-voting during the 32nd AGM on the resolutions contained in the Notice to the 32nd AGM of the members of the Company.

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



Item 1: Ordinary Resolution

To receive, consider and adopt the consolidated and standalone financial statements of the Company comprising of audited balance sheet as at 31 March 2023, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.

Total Number of members voted	Total Number of votes cast
1,032	16,89,50,974

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,88,74,605	99.95	196	0	0
E-voting during the AGM	76,173	0.05	0	0	0
Total	16,89,50,778	100	196	0	0

The Resolution as mentioned in Item 1 of the Notice of the 32nd AGM stands passed with requisite majority as an Ordinary Resolution.

Item 2: Ordinary Resolution

To declare a final dividend on equity shares.

Total Number of members voted	Total Number of votes cast
1,033	16,90,57,898

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,89,81,664	99.95	61	0	0
E-voting during the AGM	76,173	0.05	0	0	0
Total	16,90,57,837	100	61	0	0

The Resolution as mentioned in Item 2 of the Notice of the 32nd AGM stands passed with requisite majority as an Ordinary Resolution.



Item 3: Ordinary Resolution

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
1,031	16,90,57,779

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,02,04,487	88.84	1,87,77,119	11.11	0
E-voting during the AGM	76,173	0.05	0	0	0
Total	15,02,80,660	88.89	1,87,77,119	11.11	0

The Resolution as mentioned in Item 3 of the Notice of the 32nd AGM stands passed with requisite majority as an Ordinary Resolution.

Item 4: Ordinary Resolution

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
1,032	16,90,57,599

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,58,57,592	92.19	1,31,23,834	7.76	0
E-voting during the AGM	76,173	0.05	0	0	0
Total	15,59,33,765	92.24	1,31,23,834	7.76	0

The Resolution as mentioned in Item 4 of the Notice of the 32nd AGM stands passed with requisite majority as an Ordinary Resolution.



Item 5: Ordinary Resolution

To appoint a director in place of Mr. Kabir Mathur (DIN: 08635072) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
1,034	16,90,57,736

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,65,56,500	92.60	1,24,25,063	7.35	0
E-voting during the AGM	76,173	0.05	0	0	0
Total	15,66,32,673	92.65	1,24,25,063	7.35	0

The Resolution as mentioned in Item 5 of the Notice of the 32nd AGM stands passed with requisite majority as an Ordinary Resolution.

Item 6: Ordinary Resolution

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

RESOLVED THAT pursuant to Sections 139 and 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), B S R & Co. LLP, Chartered Accountants (Registration No.101248W/W-100022), be and is hereby re-appointed as the Statutory Auditors of the Company for a further consecutive term of five years, from the conclusion of this Annual General Meeting till the conclusion of thirty seventh Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

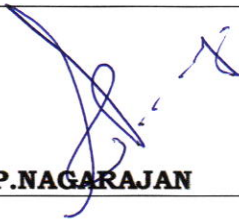
Total Number of members voted	Total Number of votes cast
1,032	16,90,57,753

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,89,81,232	99.95	348	0	0
E-voting during the AGM	76,173	0.05	0	0	0
Total	16,90,57,405	100	348	0	0

The Resolution as mentioned in Item 6 of the Notice of the 32nd 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 32nd 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: 20th July 2023	Name of the Company Secretary : S.P.NAGARAJAN ACS Number : 10028 CP Number : 4738 UDIN : A010028E000648094
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	




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