



21 July 2022

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 First Annual General Meeting (AGM) dated 28 April 2022, 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 28 April 2022, 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 21 July 2022 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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www.mphasis.com

**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 THIRTY FIRST ANNUAL GENERAL MEETING HELD ON 21 JULY 2022**  
(Consolidated Results of e-voting and Remote e-voting during the AGM)

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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 First Annual General Meeting (AGM) of the Company held through Video Conferencing on 21 July 2022 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 31<sup>st</sup> 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 28 April 2022, 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 2022 and the reports of the Board and Auditors’ thereon.	167,893,542	609	-	Ordinary Resolution
Percentage	100	-	-	
Declaration of final dividend of Rs. 46 per equity share.	168,175,240	620	-	Ordinary Resolution
Percentage	100	-	-	
Re-appointment of Mr. Amit Dalmia (DIN: 05313886) as a Director.	150,062,357	18,113,226	-	Ordinary Resolution
Percentage	89.23	10.77	-	
Re-appointment of Mr. David Lawrence Johnson (DIN: 07593637) as a Director.	148,304,254	19,871,328	-	Ordinary Resolution
Percentage	88.18	11.82	-	
Appointment of Mr. Kabir Mathur (DIN: 08635072) as a Director.	151,907,968	16,008,515	-	Ordinary Resolution
Percentage	90.46	9.54	-	
Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Director.	151,907,954	16,008,528	-	Ordinary Resolution
Percentage	90.46	9.54	-	

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Resolutions	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	Favour	Against	Invalid	
Appointment of Ms. Courtney della Cava (DIN: 09380419) as a Director.	151,968,185	15,948,308	-	Ordinary Resolution
Percentage	90.50	9.50	-	
Appointment of Ms. Maureen Anne Erasmus (DIN: 09419036) as an Independent Director.	167,495,280	637,413	-	Special Resolution
Percentage	99.62	0.38	-	

For and on behalf of the Board



DocuSigned by:

*Subramanian Narayan*

864FB8DBFAE44A7...

Bengaluru  
21 July 2022

**Subramanian Narayan**  
**Senior Vice President and Company Secretary**

DS  
*kk*

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**Voting Results of the 31<sup>st</sup> Annual General Meeting held on 21 July 2022**  
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Description	Particulars
Date of AGM	21 July 2022
Total No. of Shareholders as on Record date*	154,216
No. of Shareholders present in meeting either in person or through Proxy: <small>refer note</small>	
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group:</li> </ul>	Nil
<ul style="list-style-type: none"> <li>• Public:</li> </ul>	Nil
No. of Shareholders attended the meeting through Video Conferencing	
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group:</li> </ul>	1
<ul style="list-style-type: none"> <li>• Public</li> </ul>	46
Whether Promoter/Promoter Group are interested in the agenda / resolution	No

\* as at the cut-off date 14 July 2022

*Note: Ministry of Corporate Affairs ("MCA") vide its General circulars Nos.2/2022 and 19/2021, and the Securities and Exchange Board of India have vide circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 (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 were provided.*

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Agenda	1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2022, 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>					
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	73252492	62691249	85.5824	62691249	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>73252492</b>	<b>62691249</b>	<b>85.5824</b>	<b>62691249</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non-Institutions	e-voting	10025099	299567	2.9882	298958	609	99.7967	0.2033
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>10025099</b>	<b>403260</b>	<b>4.0225</b>	<b>402651</b>	<b>609</b>	<b>99.8490</b>	<b>0.1510</b>
<b>Total</b>		<b>188077233</b>	<b>167894151</b>	<b>89.2687</b>	<b>167893542</b>	<b>609</b>	<b>99.9996</b>	<b>0.0004</b>

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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>					
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	73252492	62972878	85.9669	62972878	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>73252492</b>	<b>62972878</b>	<b>85.9669</b>	<b>62972878</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non-Institutions	e-voting	10025099	299647	2.9890	299027	620	99.7931	0.2069
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>10025099</b>	<b>403340</b>	<b>4.0233</b>	<b>402720</b>	<b>620</b>	<b>99.8463</b>	<b>0.1537</b>
<b>Total</b>		<b>188077233</b>	<b>168175860</b>	<b>89.4185</b>	<b>168175240</b>	<b>620</b>	<b>99.9996</b>	<b>0.0004</b>

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Agenda	3. Re-appointment of Mr. Amit Dalmia (DIN: 05313886), 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>					
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	73252492	62972878	85.9669	44868665	18104213	71.2508	28.7492
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>73252492</b>	<b>62972878</b>	<b>85.9669</b>	<b>44868665</b>	<b>18104213</b>	<b>71.2508</b>	<b>28.7492</b>
Public Non-Institutions	e-voting	10025099	299370	2.9862	290357	9013	96.9893	3.0107
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>10025099</b>	<b>403063</b>	<b>4.0205</b>	<b>394050</b>	<b>9013</b>	<b>97.7639</b>	<b>2.2361</b>
<b>Total</b>		<b>188077233</b>	<b>168175583</b>	<b>89.4184</b>	<b>150062357</b>	<b>18113226</b>	<b>89.2296</b>	<b>10.7704</b>

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Agenda	4. Re-appointment of Mr. David Lawrence Johnson (DIN: 07593637), 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>						
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	73252492	62972878	85.9669	43102522	19870356	68.4462	31.5538
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	<b>Total</b>	<b>73252492</b>	<b>62972878</b>	<b>85.9669</b>	<b>43102522</b>	<b>19870356</b>	<b>68.4462</b>	<b>31.5538</b>
Public Non-Institutions	e-voting	10025099	299369	2.9862	298397	972	99.6753	0.3247
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	<b>Total</b>	<b>10025099</b>	<b>403062</b>	<b>4.0205</b>	<b>402090</b>	<b>972</b>	<b>99.7588</b>	<b>0.2412</b>
<b>Total</b>		<b>188077233</b>	<b>168175582</b>	<b>89.4184</b>	<b>148304254</b>	<b>19871328</b>	<b>88.1842</b>	<b>11.8158</b>

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Agenda	5. Appointment of Mr. Kabir Mathur (DIN: 08635072) as a Director of the company.							
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>					
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	73252492	62713796	85.6132	46714231	15999565	74.4880	25.5120
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>73252492</b>	<b>62713796</b>	<b>85.6132</b>	<b>46714231</b>	<b>15999565</b>	<b>74.4880</b>	<b>25.5120</b>
Public Non-Institutions	e-voting	10025099	299352	2.9860	290402	8950	97.0102	2.9898
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>10025099</b>	<b>403045</b>	<b>4.0204</b>	<b>394095</b>	<b>8950</b>	<b>97.7794</b>	<b>2.2206</b>
<b>Total</b>		<b>188077233</b>	<b>167916483</b>	<b>89.2806</b>	<b>151907968</b>	<b>16008515</b>	<b>90.4664</b>	<b>9.5336</b>

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Agenda	6. Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Director of the company							
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>					
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	e-voting	73252492	62713796	85.6132	46714231	15999565	74.4880	25.5120
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>73252492</b>	<b>62713796</b>	<b>85.6132</b>	<b>46714231</b>	<b>15999565</b>	<b>74.4880</b>	<b>25.5120</b>
Public Non-Institutions	e-voting	10025099	299351	2.9860	290388	8963	97.0059	2.9941
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>10025099</b>	<b>403044</b>	<b>4.0203</b>	<b>394081</b>	<b>8963</b>	<b>97.7762</b>	<b>2.2238</b>
<b>Total</b>		<b>188077233</b>	<b>167916482</b>	<b>89.2806</b>	<b>151907954</b>	<b>16008528</b>	<b>90.4664</b>	<b>9.5336</b>

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CIN: L30007KA1992PLCO25294



Agenda	7. Appointment of Ms. Courtney della Cava( DIN:09380419) as a Director of the company.							
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>						
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	e-voting	73252492	62713796	85.6132	46766132	15947664	74.5707	25.4293
	Poll		-	-	-	-	-	
	Postal Ballot	<i>Not Applicable</i>						
	<b>Total</b>	<b>73252492</b>	<b>62713796</b>	<b>85.6132</b>	<b>46766132</b>	<b>15947664</b>	<b>74.5707</b>	<b>25.4293</b>
Public Non-Institutions	e-voting	10025099	299362	2.9861	298718	644	99.7849	0.2151
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot	<i>Not Applicable</i>						
	<b>Total</b>	<b>10025099</b>	<b>403055</b>	<b>4.0205</b>	<b>402411</b>	<b>644</b>	<b>99.8402</b>	<b>0.1598</b>
<b>Total</b>		<b>188077233</b>	<b>167916493</b>	<b>89.2806</b>	<b>151968185</b>	<b>15948308</b>	<b>90.5022</b>	<b>9.4978</b>

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**Mphasis Limited**

Registered Office:

Bagmane World Technology Centre,  
Marathahalli Outer Ring Road, Doddanakundi Village,  
Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLCO25294



Agenda	8. Appointment of Ms. Maureen Anne Erasmus(DIN: 09419036) as an Independent Director of the company.							
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>					
	<b>Total</b>	<b>104799642</b>	<b>104799642</b>	<b>100.0000</b>	<b>104799642</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	e-voting	73252492	62929996	85.9083	62293377	636619	98.9884	1.0116
	Poll		-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>73252492</b>	<b>62929996</b>	<b>85.9083</b>	<b>62293377</b>	<b>636619</b>	<b>98.9884</b>	<b>1.0116</b>
Public Non-Institutions	e-voting	10025099	299362	2.9861	298568	794	99.7348	0.2652
	Poll		103693	1.0343	103693	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>10025099</b>	<b>403055</b>	<b>4.0205</b>	<b>402261</b>	<b>794</b>	<b>99.8030</b>	<b>0.1970</b>
<b>Total</b>		<b>188077233</b>	<b>168132693</b>	<b>89.3956</b>	<b>167495280</b>	<b>637413</b>	<b>99.6209</b>	<b>0.3791</b>

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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 31<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of  
Mphasis Limited held on Thursday, 21<sup>st</sup> July 2022 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 31<sup>st</sup> 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 31<sup>st</sup> 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 31<sup>st</sup> 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 8 of the Notice of the 31<sup>st</sup> AGM of the members of the Company dated 28<sup>th</sup> April  
2022.





**S. P. NAGARAJAN**  
**Company Secretary in Wholetime Practice**

Contd ....1

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 31<sup>st</sup> 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 5<sup>th</sup> May 2022, 13<sup>th</sup> January 2021 read with circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020 and SEBI Circular dated 12<sup>th</sup> May 2020 and 15<sup>th</sup> January 2021, Notice of the AGM dated 28<sup>th</sup> April 2022 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. Thursday, 14<sup>th</sup> July 2022, were entitled to vote on the resolutions as set out in the Notice of the 31<sup>st</sup> 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, 14<sup>th</sup> July 2022.



**S. P. NAGARAJAN**  
**Company Secretary in Wholetime Practice**

Contd ....2

**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, 16<sup>th</sup> July 2022 at 9:00 A.M. and concluded on Wednesday, 20<sup>th</sup> July 2022 at 5:00 P.M. on <https://www.evoting.nsdl.com/> .

**E-VOTING AT THE 31<sup>ST</sup> 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 05<sup>th</sup> May 2022 permitted convening the AGM due in the year 2022 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 31<sup>st</sup> 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 21<sup>st</sup> July 2022 on the results of remote e- voting and e-voting during the 31<sup>st</sup> AGM on the resolutions contained in the Notice to the 31<sup>st</sup> 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 2022, 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
<b>1020</b>	<b>16,78,94,151</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,77,89,849	99.94	609	0.00	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>16,78,93,542</b>	<b>100.00</b>	<b>609</b>	<b>0.00</b>	<b>-</b>

The Resolution as mentioned in Item 1 of the Notice of the 31<sup>st</sup> 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
<b>1023</b>	<b>16,81,75,860</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,80,71,547	99.94	620	0.00	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>16,81,75,240</b>	<b>100.00</b>	<b>620</b>	<b>0.00</b>	<b>-</b>





**S. P. NAGARAJAN**  
**Company Secretary in Wholetime Practice**

Contd ....4

The Resolution as mentioned in Item 2 of the Notice of the 31<sup>st</sup> AGM stands passed with requisite majority as an Ordinary Resolution.

**Item 3: Ordinary Resolution**

3. To appoint a director in place of Mr. Amit Dalmia (DIN: 05313886) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
<b>1024</b>	<b>16,81,75,583</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	14,99,58,664	89.17	1,81,13,226	10.77	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>15,00,62,357</b>	<b>89.23</b>	<b>1,81,13,226</b>	<b>10.77</b>	<b>-</b>

The Resolution as mentioned in Item 3 of the Notice of the 31<sup>st</sup> AGM stands passed with requisite majority as an Ordinary Resolution.

**Item 4: Ordinary Resolution**

4. To appoint a director in place of Mr. David Lawrence Johnson (DIN: 07593637) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
<b>1020</b>	<b>16,81,75,582</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	14,82,00,561	88.12	1,98,71,328	11.82	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>14,83,04,254</b>	<b>88.18</b>	<b>1,98,71,328</b>	<b>11.82</b>	<b>-</b>

The Resolution as mentioned in Item 4 of the Notice of the 31<sup>st</sup> AGM stands passed with requisite majority as an Ordinary Resolution.



**S. P. NAGARAJAN**  
**Company Secretary in Wholetime Practice**

Contd ....5

**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 Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kabir Mathur (DIN: 08635072), in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation.

Total Number of members voted	Total Number of votes cast
<b>1025</b>	<b>16,79,16,483</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,18,04,275	90.40	1,60,08,515	9.54	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>15,19,07,968</b>	<b>90.46</b>	<b>1,60,08,515</b>	<b>9.54</b>	<b>-</b>

The Resolution as mentioned in Item 5 of the Notice of the 31<sup>st</sup> AGM stands passed with requisite majority as an Ordinary Resolution.

**Item 6: Ordinary Resolution**

6. 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 152, 160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Pankaj Sood (DIN: 05185378), in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation.

Total Number of members voted	Total Number of votes cast
<b>1024</b>	<b>16,79,16,482</b>





**S. P. NAGARAJAN**  
**Company Secretary in Wholetime Practice**

Contd ....6

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,18,04,261	90.40	1,60,08,528	9.54	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>15,19,07,954</b>	<b>90.46</b>	<b>1,60,08,528</b>	<b>9.54</b>	<b>-</b>

The Resolution as mentioned in Item 6 of the Notice of the 31<sup>st</sup> AGM stands passed with requisite majority as an Ordinary Resolution.

**Item 7: Ordinary Resolution**

7. 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 152, 160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Courtney della Cava (DIN: 09380419), in respect of whom the Company has received a notice in writing from a member proposing her candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation.

Total Number of members voted	Total Number of votes cast
<b>1026</b>	<b>16,79,16,493</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,18,64,492	90.44	1,59,48,308	9.50	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>15,19,68,185</b>	<b>90.50</b>	<b>1,59,48,308</b>	<b>9.50</b>	<b>-</b>

The Resolution as mentioned in Item 7 of the Notice of the 31<sup>st</sup> AGM stands passed with requisite majority as an Ordinary Resolution.



**S. P. NAGARAJAN**  
**Company Secretary in Wholetime Practice**

Contd ....7

**Item 8: Special Resolution**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Maureen Anne Erasmus (DIN : 09419036), who was appointed as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 20 December 2021, holding office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member proposing her candidature to the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 20 December 2021.

Total Number of members voted	Total Number of votes cast
<b>1017</b>	<b>16,81,32,693</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,73,91,587	99.56	6,37,413	0.38	-
E-voting during the AGM	1,03,693	0.06	0	0.00	-
<b>Total</b>	<b>16,74,95,280</b>	<b>99.62</b>	<b>6,37,413</b>	<b>0.38</b>	-

The Resolution as mentioned in Item 8 of the Notice of the 31<sup>st</sup> AGM stands passed with requisite majority as a Special Resolution.




**S. P. NAGARAJAN**  
**Company Secretary in Wholetime Practice**

Contd ....8

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting and e-voting during the 31<sup>st</sup> 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

<b>Place: Bangalore</b>	<b>Signature</b> : 
<b>Date: 21<sup>st</sup> July 2022</b>	<b>Name of the Company Secretary : S.P.NAGARAJAN</b> <b>ACS Number : 10028</b> <b>CP Number : 4738</b> <b>UDIN : A010028D000664431</b>
<b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b>	



  
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