



29 October 2021

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

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

Dear Sir/Madam,

Sub: Submission of Mphasis Employee Benefit Trust Deed

Further to approval of the members at the 30th Annual General Meeting held on 29 September 2021 for Restricted Stock Unit Plan 2021 (the “RSU Plan 2021”), which is to be administered by the Mphasis Employee Benefit Trust (the “Trust”), the trust deed of the Trust has been amended to include RSU Plan 2021.

We enclose a copy of the amendments registered to the Trust deed pursuant to Regulation 3(3) of SEBI (Share Based Employee Benefits and Sweaty Equity) Regulations, 2021.

We request you to kindly take the above on record as required under the provisions of SEBI (Share Based Employee Benefits and Sweaty Equity) Regulations, 2021 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

For Mphasis Limited

DocuSigned by:

subramanian.narayan

864FB8DBFAE44A7...



Subramanian Narayan

Senior Vice President and Company Secretary

Encl: As above



Contact Us:

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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

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BKIN 585
2021-22

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DEED OF AMENDMENT NO. 2 TO THE MPHASIS EMPLOYEES BENEFIT TRUST, DATED 9 JULY 2010

This Deed of Amendment No.2 is made at Bangalore, Karnataka, on this 28th day of October, Two Thousand and Twenty One to the Mphasis Employees Benefit Trust Deed dated 9 July 2010 (hereinafter referred to as **Trust Deed**).

BETWEEN

Mphasis Limited, a Public Limited Company incorporated under the Indian Companies Act, 1956 and having its Registered Office at Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore – 560 048, (Hereinafter referred to as “**the Settlor**” and this expression unless it be repugnant to the context or meaning thereof, shall include its successors and assigns) of the ONE PART represented by Mr. **Subramanian Narayan**, Senior Vice President and Company Secretary.

AND

1. **Ms. Saraswathy Srikanth**, Trustee aged 56 years D/o Natesan Thyagarajan 2021 Shoba Althea, Nagenahalli Yelahanka, Bangalore - 560064.

Saraswathy Srikanth *Subramanian Narayan* *6-10-2021*



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ಇಂದಿರಾನಗರ ದಲ್ಲಿರುವ ಉಪನೋಂದಣಾಧಿಕಾರಿ ಶಿವಾಜಿನಗರ ರವರ ಕಛೇರಿಯಲ್ಲಿ ದಿನಾಂಕ 28-10-2021 ರಂದು 12:59:55 PM ಗಂಟೆಗೆ ಈ ಕೆಳಗೆ ವಿವರಿಸಿದ ಶುಲ್ಕದೊಂದಿಗೆ

ಕ್ರಮ ಸಂಖ್ಯೆ	ವಿವರ	ರೂ. ವೆ
1	ನೋಂದಣಿ ಶುಲ್ಕ	500.00
2	ಸೇವಾ ಶುಲ್ಕ	420.00
	ಒಟ್ಟು :	920.00

ಶ್ರೀ M/S Mphasis Limited rep by its Senior Vice President and Company Secretary Subramanian Narayan ಇವರಿಂದ ಹಾಜರ ಮಾಡಲ್ಪಟ್ಟಿದೆ

ಹೆಸರು	ಫೋಟೊ	ಹೆಚ್ಚಿಟ್ಟಿನ ಗುರುತು	ಸಹಿ
ಶ್ರೀ M/S Mphasis Limited rep by its Senior Vice President and Company Secretary Subramanian Narayan			

ಹಿರಿಯ ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ)
ಬೆಂಗಳೂರು

ಬರೆದುಕೊಟ್ಟಿದ್ದಾಗಿ ಒಪ್ಪಿರುತ್ತಾರೆ

ಕ್ರಮ ಸಂಖ್ಯೆ	ಹೆಸರು	ಫೋಟೊ	ಹೆಚ್ಚಿಟ್ಟಿನ ಗುರುತು	ಸಹಿ
1	M/S Mphasis Limited rep by its Senior Vice President and Company Secretary Subramanian Narayan ... (ಬರೆಸಿಕೊಂಡವರು)			
2	Smt Saraswathy Srikanth D/o Natesan Thyagarajan ... (ಬರೆಸಿಕೊಂಡವರು)			

ಹಿರಿಯ ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ)
ಬೆಂಗಳೂರು

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2. **Mr. Sriraman Kannan** , Trustee, aged 49 years, S/o Kannan K.R. , residing at Flat No 115, 1st floor, 4th block, Vanshee Richfield Apartments, Opp: Kalamandir, Marathahalli, Bangalore-560037.
3. **Mr. K V Rama Kishore**, Trustee, aged 43 years S/o Niranjana Sarma, residing at Flat No. 201, Jaya Ficus, 12th Cross, GM Palya, Bangalore-560075.

being Trustees of the Mphasis Employees Benefit Trust (Hereinafter referred to as "the Trustees") of the OTHER PART.

BACKGROUND

WHEREAS:








1. The Settlor and the Trustees have agreed to make certain amendments to the Trust Deed dated 09 JULY, 2010 (as amended via Deed of Amendment No.1 dated 21 March 2016) of the Mphasis Employees Benefit Trust, a trust constituted under the Indian Trust Act, 1882 (hereinafter the Mphasis Employees Benefit Trust being referred to as 'the Trust' and the Trust Deed of the Mphasis Employees Benefit Trust being referred to as the 'the Trust Deed') through these presents on the terms mentioned herein below (hereinafter referred to as 'Deed of Amendment No. 2') to include the Restricted Stock Units Plan 2021 (RSU Plan 2021) approved by the Board of

Saraswathy
[Signature]

Srinavath
[Signature]

G.V.R. Lishan
[Signature]

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ಕ್ರಮ ಸಂಖ್ಯೆ	ಹೆಸರು	ವೋಟೋ	ಹೆಚ್ಚಿನ ಗುರುತು	ಸಹಿ
3	Sri Sriraman Kannan S/o Kannan K R . . . (ಬರೆಯಲಾಗಿದೆ)			Sriramanhh
4	Sri K V Rama Kishore S/o Niranjana Sarma . . . (ಬರೆಯಲಾಗಿದೆ)			K-V-Rama
5	M/S Mphasis Limited rep by its Senior Vice President and Company Secretary Subramanian Narayan . (ಬರೆಯಲಾಗಿದೆ)			


ಶಿವಮೊಗ್ಗದ ಸರ್ಕಾರಿ
ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ)
ಬೆಂಗಳೂರು

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Directors of the Settlor in their meeting held on 31st August 2021 and further approved by the shareholders of the Settlor in their Annual General Meeting held on 29th September 2021 pursuant to provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. All other terms and conditions of the Trust Deed (as amended by Deed of Amendment No.1) shall remain unaltered and binding on both the Parties.

2. This Deed of Amendment No.2 shall form part and parcel of the Trust Deed entered into on 9 July 2010 as amended via Deed of Amendment No.1 dated 21 March 2016 and shall be read together with the Trust Deed as amended by Deed of Amendment No.1.
3. The amendment to the Trust deed is carried out pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

In these presents unless there is anything repugnant to the subject or context thereof, all the words shall have the same meaning as defined in the Trust Deed.

NOW THIS DEED OF AMENDMENT WITNESSETH AS FOLLOWS:

1. Clause 13A of the Trust Deed be replaced with the following:

"13A The Trust shall administer the following ESOP:

1. Restricted Stock Units Plan 2010
2. Employee Stock Option Plan 2012

Saraswathy

Srinavath

G. V. R. Li. Stone

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ಕ್ರಮ ಸಂಖ್ಯೆ	ಹೆಸರು ಮತ್ತು ವಿಳಾಸ	ಸಹಿ
1	Padmaja Prabhakar Bannerghatta Road Bangalore	
2	Maju Domlur Bangalore	

ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ)
ಬೆಂಗಳೂರು

 4 ನೇ ಪ್ರಸ್ತಕದ ದಸ್ತಾವೇಜು ನಂಬರ INR-4-00585-2021-22 ಆಗಿ ಸಿ.ಡಿ. ನಂಬರ INRD926 ನೇ ಧ್ವರಲ್ಲಿ ದಿನಾಂಕ 28-10-2021 ರಂದು ನೋಂದಾಯಿಸಲಾಗಿದೆ  ಉಪನೋಂದಣಾಧಿಕಾರಿ ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ)	
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3. Restricted Stock Units Plan 2014
 4. Restricted Stock Units Plan 2015
 5. Restricted Stock Units Plan 2021"
2. In the event of any conflict between the provisions of this Deed of Amendment No.2 and the provisions of the Trust Deed entered on 9 July 2010 as amended, the provisions of this Deed of Amendment No.2 shall prevail.
3. This Deed of Amendment No.2 to the Trust Deed shall be with effect from 29 September 2021.

IN WITNESS WHEREOF THE SETTLOR AND THE TRUSTEES SET THEIR HANDS HERE TO IN THE PRESENCE OF THE ATTESTORS


Subramanian Narayan

Who being Senior Vice President and Company Secretary of Mphasis Limited has signed in presence of


Name of the Witness Mayjundh
Address: Domtur, Bangalore

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ಕರ್ನಾಟಕ ಸರ್ಕಾರ
ನೋಂದಣಿ ಹಾಗೂ ಮುದ್ರಾಂಕ ಇಲಾಖೆ
Department of Stamps and Registration

ಪ್ರಮಾಣ ಪತ್ರ

1957 ರ ಕರ್ನಾಟಕ ಮುದ್ರಾಂಕ ಕಾಯ್ದೆಯ ಕಲಂ 10 ಎ ಅಡಿಯಲ್ಲಿಯ ಪ್ರಮಾಣ ಪತ್ರ

ಶ್ರೀ M/S Mphasis Limited rep by its Senior Vice President and Company Secretary
Subramanian Narayan ಇವರು 1000.00 ರೂಪಾಯಿಗಳನ್ನು ನಿಗದಿತ ಮುದ್ರಾಂಕ ಶುಲ್ಕವಾಗಿ ಪಾವತಿಸಿರುವುದನ್ನು
ದೃಢೀಕರಿಸಲಾಗಿದೆ

ಪ್ರಕಾರ	ಮೊತ್ತ (ರೂ.)	ಹಣದ ಪಾವತಿಯ ವಿವರ
ಚೆಲನಾ	1000.00	Challan No CR1021003000713080 Rs.1000/- dated 28/Oct/2021
ಒಟ್ಟು :	1000.00	

ಸ್ಥಳ : ಇಂದಿರಾನಗರ

ದಿನಾಂಕ : 28/10/2021

ಉಪ-ನೋಂದಣಿ ಮತ್ತು ಯುಕ್ತ ಅಧಿಕಾರಿ
(ಇಂದಿರಾನಗರ)
ಓರಿಯ ಉಪನೋಂದಣಿ ಅಧಿಕಾರಿ
ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ)
ಬೆಂಗಳೂರು

Designed and Developed by C- DAC Pune.

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SIGNED AND DELIVERED by the above named Trustees viz.,

Saraswathy
Mr. Saraswathy Srikanth

Sriraman
Mr. Sriraman Kannan

K. V. Rama Kishore
Mr. K V Rama Kishore

Name of the Witness

Address:

Prjil
PADMAJA PRABHAKAR
Banerughatta Road
Bangalore - 83.

DRAFTED BY

[Signature]
DHANANJAY JOSHI ASSOCIATES

Advocate

No. 18/k, 5th Cross Avenue
Cunningham Road, Bldg - 52

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Challan Reference No.
CR1021003000713080

OR
ಬ್ಯಾಂಕ್ ಉಲ್ಲೇಖ ಸಂಖ್ಯೆ
Bank Reference Number

NY357

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ಹಿರಿಯ ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ)
ಬೆಂಗಳೂರು

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ಚಲನ್ ಅನ್ನು ಹುಡುಕು | Search Challan

ಚಲನ್ ಉಲ್ಲೇಖ ಸಂಖ್ಯೆ Challan Reference No. CR1021003000713080	ಪಾವತಿ ಹಂತ Payment Status Success	ಬ್ಯಾಂಕ್ ಹೆಸರು Bank Name State Bank of India e Pay	ಚಲನ್ ಸಂಖ್ಯೆ Challan Number --NA--	ಸಂದಾಯದಾರನ ಹೆಸರು Name of the Remitter SARASWATHY	ಚಲನ್ ದಿನಾಂಕ Challan Date 28/10/2021	ಮೊತ್ತ Amount 1500.00
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