

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 30<sup>th</sup> 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

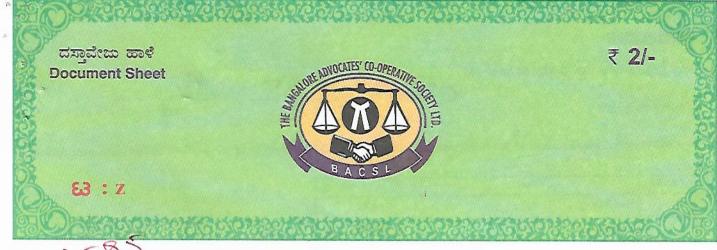
DocuSigned by:
SUDYAMANIAN.NAYAYAN
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Subramanian Narayan

Senior Vice President and Company Secretary

Encl: As above





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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 Subramanian Narayan, Senior Vice President and Company Secretary.

## <u>AND</u>

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

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

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ಹಿರಿಯ ಉಪನೋಂದಣಾಧಿಕಾಲ ಶಿವಾಜಿನಗರ (ಇಂಡಿರಾವ್ಯಕ್ಷರ) ಬೆಂಗಳೂರು

ಬರೆದುಕೊಟ್ಟಿದ್ದಾಗಿ ಒಪ್ಪಿರುತ್ತಾರೆ

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1	M/S Mphasis Limited rep by its Senior Vice President and Company Secretary Subramanian Narayan (ಬರೆಸಿಕೊಂಡವರು)			ANY
2	Smt Saraswathy Srikanth D/o Natesan Thyagarajan , (ಬರೆಸಿಕೊಂಡವರು)			Scennty

ಹಿರಿಯ ಉಪನೋಂದಣಾಧಿಕಾಗಿ 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:

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

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ಕ್ರಮ ಹಸರು ಫೋಟೊ ಹೆಬ್ಬೆಟ್ಟಿನ ಗುರುತು ಸಂಖ್ಯೆ Sri Sriraman Kannan S/o Kannan K R . . . 3 (ಬರೆಸಿಕೊಂಡವರು) Sri K V Rama Kishore S/o Niranjana Sarma . .. 4 (ಬರೆಸಿಕೊಂಡವರು) M/S Mphasis Limited rep by its Senior Vice President and Company Secretary Subramanian Narayan. 5 2.4 (ಬರೆದುಕೊಡುವವರು)

> ್ರಿಯ ಶಾಪನೋಂದಣೆಗೆಧೆಕ್ಕಿತ್ತ್ ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ) ಬೆಂಗಳೂರು



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Directors of the Settlor in their meeting held on 31<sup>st</sup> August 2021 and further approved by the shareholders of the Settlor in their Annual General Meeting held on 29<sup>th</sup> 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.
- 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:

- Clause 13A of the Trust Deed be replaced with the following:
  - "13A The Trust shall administer the following ESOP:
    - Restricted Stock Units Plan 2010
    - 2. Employee Stock Option Plan 2012

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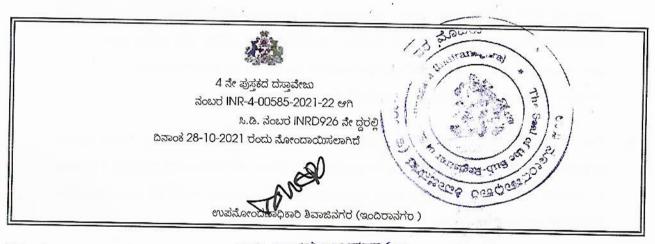
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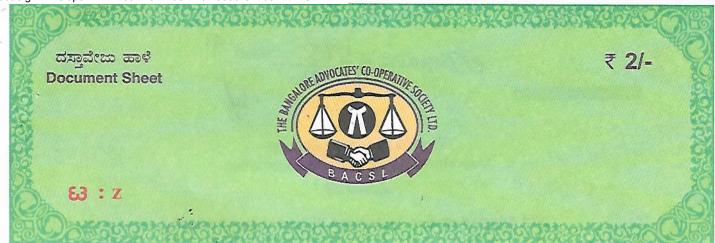
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2	Maju  Domlur Bangalore	(Holy (b)

ಿರಿಯ ಉಪನೋಭಿಷಾತ್ರಿಥಿಕಾ ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ) ಬೆಂಗಳೂರು



Designed and Developed by C-DAC, ACTS, Pune ೨೦ಯ ಉಪನೋಂದಣಾಧಾರ್ ಶಿವಾಜಿನಗರ (ಇಂದಿರಾನಗರ) ಬೆಂಗಳೂರು .

Section 18 Section 18



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- Restricted Stock Units Plan 2014
- 4. Restricted Stock Units Plan 2015
- 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 Mayundl Address:

Domlar, Bang.

ಕರ್ನಾಟಕ ಸರ್ಕಾರ ನೋಂದಣಿ ಹಾಗೂ ಮುದ್ರಾಂಕ ಇಲಾಖೆ Department of Stamps and Registration ಪ್ರಮಾಣ ಪತ್ರ

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

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ದಿನಾಂಕ: 28/10/2021

ಉಪ-ನೋಂದಣಿ ಮತ್ತು ಯುಕ್ತ ಅಧಿಕಾರಿ

ಹಿರಿಯ ಉಪನಾಸೀರಿಪಡಾಧಿಕಾರಿ ಶಿವಾಜಿನಗರ (ಇಂಧಿರಾನಗರ) ಬೆಂಗಳೂರು

Designed and Developed by C-DAC Pune.

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SIGNED AND DELIVERED by the above named Trustees viz.,

Mr. Saraswathy Srikanth

Simamalh

Mr. Sriraman Kannan

b. v.R. liphere

Mr. K V Rama Kishore

Name of the Witness

PADMAJA PRABHAKAR Bannenughatta Road Bangalore-83.

DRAFTED BY

DHANANJAY JOSHZ ASSUCZATES

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