



29 May 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: Minutes of the Announcement of result of the Postal Ballot**

Please find enclosed certified true copy of the minutes of announcement of results of the Postal Ballot, declared on 9 May 2024, in respect of the special resolution, passed by the members of the Company, approving appointment of Mr. Sunil Gulati (DIN:10473127) as an Independent Director for a period of five consecutive years effective 1 April 2024.

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,

Yours faithfully,

For Mphasis Limited



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

Encl: As above

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**CERTIFIED TRUE COPY OF THE MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT OF MPHASIS LIMITED DECLARED ON THURSDAY, 9 MAY 2024, AT THE REGISTERED OFFICE OF THE COMPANY, BAGMANE WORLD TECHNOLOGY CENTER, MARATHAHALLI OUTER RING ROAD, DODDANAKHUNDI VILLAGE, MAHADEVAPURA, BANGALORE – 560 048, INDIA.**

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the following item of business was recommended by the Board of Directors in its meeting held on 28 March 2024 for approval of the members to be passed by means of a Postal Ballot through remote e-voting:

| Subject of the Resolution  | Type of Resolution |
|--|--------------------|
| Approval for appointment of Mr. Sunil Gulati (DIN:10473127) as an Independent Director, for a period of five consecutive years effective 1 April 2024. | Special Resolution |

The Board of Directors, at the aforesaid meeting, appointed Mr. S P Nagarajan, Practicing Company Secretary (CP No.4738), as the scrutinizer to scrutinize the votes casted by the members as set out in the postal ballot Notice in a fair and transparent manner. The Board at the above-mentioned meeting, had also appointed National Securities Depositories Limited (NSDL) as the e-voting service provider for providing electronic voting facility to the members.

Further to the above, the Company, through its Registrars and Share Transfer Agents, Integrated Registry Management Services Private Limited, completed electronic dispatch of the Notice of Postal Ballot to 147,388 members, on Monday, 8 April 2024, whose name(s) appeared on the Register of Members/ list of beneficiaries as on Wednesday, 3 April 2024. An Advertisement, regarding dispatch of Notice of Postal Ballot and other related matters was published in the Business Standard and Samyukta Karnataka (Kannada Newspaper) on Tuesday, 9 April 2024. The period of e-voting commenced on Tuesday, 9 April 2024, 9:00 am (IST) and closed on Wednesday, 8 May 2024, 5:00 pm (IST) and the same was disclosed in the Postal Ballot Notice along with the process and manner of voting through electronic means. The scrutinizer was required to submit his report to the Chairman after completion of scrutiny of e-voting by the shareholders.

After due scrutiny of all the e-voting of the shareholders up to the close of working hours (5:00 pm IST) on 8 May 2024 (being the last date fixed for e-voting by the shareholders), Mr. S P Nagarajan, the Scrutinizer submitted a report addressed to the Chairman of the Board on 8 May 2024 and the same was accepted.

The following is the summary of the report submitted by the scrutinizer:

**a) Results of voting:**

|                | E-voting      |                                     |               |
|----------------|---------------|-------------------------------------|---------------|
|                | No. of Voters | No. of Votes <sup>***</sup> /Shares | % of Votes    |
| <b>Assent</b>  | 1,092         | 169,300,268                         | 98.85         |
| <b>Dissent</b> | 66            | 1,967,509                           | 1.15          |
| <b>Total</b>   | <b>1,158</b>  | <b>171,267,777</b>                  | <b>100.00</b> |
| <b>Reject</b>  | -             | -                                   | -             |

<sup>\*\*\*</sup> one vote corresponds to one share

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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



b) Voting results as per the form prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

| 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       |                    | 104,799,642         | 100.0000                                | 104,799,642            | 0                    | 100.0000                             | 0.0000                             |
|                             | Poll           | 104,799,642        | -                   | -                                       | -                      | -                    | -                                    | -                                  |
|                             | Postal Ballot  |                    | -                   | -                                       | -                      | -                    | -                                    | -                                  |
|                             | <b>Total</b>   | <b>104,799,642</b> | <b>104,799,642</b>  | <b>100.0000</b>                         | <b>100</b>             | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions         | e-voting       |                    | 66,370,153          | 88.7512                                 | 64,404,302             | 1,965,851            | 97.0380                              | 2.9620                             |
|                             | Poll           | 74,782,230         | -                   | -                                       | -                      | -                    | -                                    | -                                  |
|                             | Postal Ballot  |                    | -                   | -                                       | -                      | -                    | -                                    | -                                  |
|                             | <b>Total</b>   | <b>74,782,230</b>  | <b>66,370,153</b>   | <b>88.7512</b>                          | <b>64,404,302</b>      | <b>1,965,851</b>     | <b>97.0380</b>                       | <b>2.9620</b>                      |
| Public-Non-Institutions     | e-voting       |                    | 97,982              | 1.0406                                  | 96,324                 | 1,658                | 98.3079                              | 1.6921                             |
|                             | Poll           | 9,416,127          | -                   | -                                       | -                      | -                    | -                                    | -                                  |
|                             | Postal Ballot  |                    | -                   | -                                       | -                      | -                    | -                                    | -                                  |
|                             | <b>Total</b>   | <b>9,416,127</b>   | <b>97,982</b>       | <b>1.0406</b>                           | <b>96,324</b>          | <b>1,658</b>         | <b>98.3079</b>                       | <b>1.6921</b>                      |
| <b>Total</b>                |                | <b>188,997,999</b> | <b>171,267,777</b>  | <b>90.6188</b>                          | <b>169,300,268</b>     | <b>1,967,509</b>     | <b>98.8512</b>                       | <b>1.1488</b>                      |

Mr. Subramanian Narayan, Senior Vice President and Company Secretary of the Company, being one of the person authorized by the Board, to declare the results of the Postal Ballot, reviewed the Report of the Scrutinizer and the related e-voting results. After the review, Mr. Subramanian Narayan declared the following resolution passed by the members by means of Special Resolution with requisite majority, through Postal Ballot, on 8 May 2024:

**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 provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Gulati (DIN: 10473127), 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 1 April 2024, 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 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 1 April 2024.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit.

Place: New Delhi  
Date: 20-05-2024

Sd/-  
CHAIRMAN

CERTIFIED TRUE COPY  
For Mphasis Limited



Subramanian Narayan  
Senior Vice President and Company Secretary

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Mahadevapura, Bangalore 560 048, India  
CIN: L30007KA1992PLC025294

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