



March 3, 2026

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

Scrip Code: 526299

Scrip Symbol: MPHASIS

Dear Sir/Madam,

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

This is further to our intimation dated January 30, 2026 regarding notice of Postal Ballot, seeking approval of the shareholders of the Company, by way of a Special Resolution, for the appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director of the Company for a term of five years effective December 11, 2025, up to December 10, 2030. We wish to inform you that the shareholders of the Company have approved the Special Resolution with requisite majority.

The Board of Directors of the Company has appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the e-voting process. The Scrutinizer has submitted his reports, after completion of scrutiny of the e-voting. Based on the Scrutinizer's Report, the Special Resolution as set out in the Postal Ballot Notice has been declared as duly passed with requisite majority.

In connection with the above, please find enclosed the following:

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure - A.
2. Scrutinizer's Report dated March 2, 2026, issued by Mr. S P Nagarajan, Practicing Company Secretary as Annexure - B.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Mphasis Limited



**Mayank Verma**  
Senior Vice President and Company Secretary  
Membership No. ACS 18776

Encl. as above

Initial

MV

Initial

SC

## DECLARATION OF POSTAL BALLOT RESULTS

A Notice dated January 22, 2026 (“Notice”), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 was sent to the shareholders of the Company seeking their approval by means of special resolution for the following item through postal ballot (“the Postal Ballot”) by way of remote e-voting (“e-voting”):

**Item Description:** Appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director, for a term of five years effective December 11, 2025, up to December 10, 2030.

The Board of Directors, vide its resolution dated January 22, 2026, appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process. The Scrutinizer has submitted the report after completion of the scrutiny of the e-voting cast by the shareholders up to 5.00 P.M. (IST) on Monday, March 2, 2026. Summary of the scrutinizer’s report is as below:

Special Resolution			
	No. of Voters	No. of Votes*	% of Votes
Assent	1,196	16,97,64,073	99.93
Dissent	48	1,26,840	0.07
<b>TOTAL</b>	<b>1,244</b>	<b>16,98,90,913</b>	<b>100</b>

\* One vote corresponds to one share

On basis of the above results, it is announced that the Special Resolution as set out in the Postal Ballot Notice has been duly passed by the shareholders as a special resolution with requisite majority. The breakup of the voting pattern as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.

For and on behalf of the Board

Bengaluru  
 March 3, 2026

**Mayank Verma**  
 Senior Vice President and Company Secretary  
 Membership No. ACS 18776

Initial  
 MV

Initial  
 SC



Description	Particulars
Date of AGM/EGM	Not Applicable - Resolution passed through Postal Ballot
Total No. of Shareholders as on Record date	1,40,611
No. of Shareholders present in meeting either in person or through Proxy:	Not Applicable
<ul style="list-style-type: none"> <li>Promoters and Promoter Group:</li> <li>Public:</li> </ul>	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
<ul style="list-style-type: none"> <li>Promoters and Promoter Group</li> <li>Public</li> </ul>	

Resolution required: (Ordinary/ Special)	Special Resolution- Appointment of Mr. Punit Sood (Din: 00033799) as an Independent Director of the Company
Whether promoter/ promoter group are interested in the agenda/resolution?	No

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		58299642	100	58299642	0	100	0
	Poll	58299642						Not Applicable
	Postal Ballot							Not Applicable
	<b>Total</b>	<b>58299642</b>	<b>58299642</b>	<b>100</b>	<b>58299642</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	e-voting		111482042	89.7396	111356760	125282	99.8876	0.1124
	Poll	124228421						Not Applicable
	Postal Ballot							Not Applicable
	<b>Total</b>	<b>124228421</b>	<b>111482042</b>	<b>89.7396</b>	<b>111356760</b>	<b>125282</b>	<b>99.8876</b>	<b>0.1124</b>
Public Non-Institutions	e-voting		109229	1.3603	107671	1558	98.5736	1.4264
	Poll	8029810						Not Applicable
	Postal -Ballot							Not Applicable
	<b>Total</b>	<b>8029810</b>	<b>109229</b>	<b>1.3603</b>	<b>107671</b>	<b>1558</b>	<b>98.5736</b>	<b>1.4264</b>
<b>Total</b>		<b>190557873</b>	<b>169890913</b>	<b>89.1545</b>	<b>169764073</b>	<b>126840</b>	<b>99.9253</b>	<b>0.0747</b>

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**Mphasis Limited**  
Registered Office:  
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Marathahalli Outer Ring Road, Doddanakundi Village,  
Mahadevapura, Bangalore 560 048, India  
CIN: L30007KA1992PLCO25294

**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary in Wholetime Practice

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**REPORT OF SCRUTINIZER**  
**[Remote e - Voting]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman  
**MPHASIS LIMITED**  
Bagmane World Technology Center,  
Marathalli Outer Ring Road,  
Doddannakhundhi Village, Mahadevapura,  
Bangalore - 560048

Dear Sir,

I, S P Nagarajan, Company Secretary in Whole-time Practice, have been appointed as the Scrutinizer by the Board of Directors of Mphasis Limited (the Company) for the purpose of scrutinizing:

- i) the remote e-voting 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.

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made there under (including any amendment thereto 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 contained in the Postal Ballot Notice.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions as set out in the Postal Ballot Notice is the responsibility of the Company's management.

The e-voting facility for voting on the Postal Ballot (remote e-voting) was provided by National Securities Depository Limited (NSDL).



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

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My responsibility as a Scrutinizer is to render the Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, if any on the resolutions contained in the Postal Ballot Notice, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), in tandem with the reconciliation of the records maintained by the Company / NSDL (Registrar and Share Transfer Agent (RTA) of the Company).

**DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MODE:**

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, the Postal Ballot Notice was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories. Pre-paid envelops were not required to be sent to the members for the Postal Ballot in accordance with the requirements as specified under the circulars of MCA. Accordingly, the assent or dissent of the Members have been casted through remote e-voting system. The Notice 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. Friday, 23<sup>rd</sup> January 2026, were entitled to vote on the resolutions contained in the Postal Ballot Notice. 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. Friday, 23<sup>rd</sup> January 2026.

**REMOTE E-VOTING:**

The facility of remote e-voting platform was provided by National Securities Depository Limited (NSDL).

The remote e-voting period was open from Sunday, 1<sup>st</sup> February 2026 (9:00 A.M. IST) to Monday, 2<sup>nd</sup> March 2026 (5:00 P.M. IST) on <https://www.evoting.nsdl.com/>.

**COUNTING PROCESS:**

The votes cast through remote e-voting 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, 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 submit herewith my Scrutinizer's Report on the results of voting through remote e-voting as under:



**SPECIAL BUSINESS:**

**Item 1: Special Resolution**

**Appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director of the Company**

**“RESOLVED THAT** pursuant to Sections 149, 150, 152,160, Schedule IV 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors of the Company has approved the appointment of Mr. Punit Sood (DIN: 00033799), as an Additional Director and designated him as an Independent Director of the Company effective December 11, 2025, and in respect of whom the Company has received a notice in writing from a member, proposing his candidature to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of five consecutive years with effect from December 11, 2025 till December 10, 2030.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Person(s) of the Company be and is hereby authorized severally to do all such acts, deeds, matters 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.”

Total Number of members participated through remote e-voting	Total Number of votes cast
<b>1,244</b>	<b>16,98,90,913</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,97,64,073	99.93	1,26,840	0.07	-
<b>Total</b>	<b>16,97,64,073</b>	<b>99.93</b>	<b>1,26,840</b>	<b>0.07</b>	-

**The special resolution mentioned in the Postal Ballot notice has been passed with requisite majority by the Shareholders who have voted through remote e-voting.**



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

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I hereby confirm that the relevant records in respect of the votes cast through remote e-voting on the resolution containing in the Postal Ballot Notice by the members of the Company shall remain in my safe custody until the Chairman or a Director/person authorized in this regard considers, approves and signs the minutes/report on Postal Ballot 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.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Thanking you,  
 Yours faithfully

<b>Place: Bangalore</b>	<b>Signature</b> : 
<b>Date: 2<sup>nd</sup> March 2026</b>	<b>Name of the Company Secretary : S.P. NAGARAJAN</b> <b>ACS Number : 10028</b>
	<b>CP Number : 4738</b>
	<b>UDIN : A010028G004021365</b>
<b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b>	



  
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