



23 July 2020

The Listing-Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI 400 001

The Listing Manager  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
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 Twenty Ninth Annual General Meeting (AGM) dated 17 June 2020, with requisite majority at the AGM of the Company held on 23 July 2020 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 17 June 2020, 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 23 July 2020 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**

**Vice President and Company Secretary**



Encl.: As above



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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



**DECLARATION OF VOTING RESULTS OF TWENTY NINTH ANNUAL GENERAL MEETING HELD ON 23 JULY 2020**  
(Consolidated Results of e-voting and e-voting during the AGM)

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 Twenty Ninth Annual General Meeting (AGM) of the Company held through Video Conferencing on 23 July 2020 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 29th 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 17 June 2020, 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
	In Favour	Against	Invalid	
Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2020, and the reports of the Board and Auditors’ thereon.	156724801	367	-	Ordinary Resolution
Percentage	100	-	-	
Declaration of final dividend of Rs. 35 per equity share.	157100248	267	-	Ordinary Resolution
Percentage	100	-	-	
Re-appointment of Mr. David Lawrence Johnson as a Director.	148510765	7463145	-	Ordinary Resolution
Percentage	95.21	4.79	-	
Re-appointment of Mr. Amit Dalmia as a Director.	154594904	1378938	-	Ordinary Resolution
Percentage	99.12	0.88	-	
Re-appointment of Mr. Jan Kathleen Hier as an Independent Director.	151031559	4942351	-	Special Resolution
Percentage	96.83	3.17	-	
Amendments to the Employee Stock Option Plan 2016 (ESOP 2016).	131221210	25879305	-	Special Resolution
Percentage	83.53	16.47	-	

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Resolutions	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Extension of the amended ESOP 2016 to the Employees of subsidiaries.	131492674	25607841	-	Special Resolution
Percentage	83.70	16.30	-	

**For and on behalf of the Board**



DocuSigned by:

*Subramanian Narayan*

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Bengaluru  
23 July 2020

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

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**Voting Results of the 29<sup>th</sup> Annual General Meeting held on 23 July 2020**  
 [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Description	Particulars
Date of AGM	23 July 2020
Total No. of Shareholders as on Record date*	60052
No. of Shareholders present in meeting either in person or through Proxy: <small>refer note</small>	
• Promoters and Promoter Group:	Nil
• Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing	
• Promoters and Promoter Group:	1
• Public:	40
Whether Promoter/Promoter Group are interested in the agenda / resolution	No

\* as at the cut-off date 16 July 2020

Note: in view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circulars dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 have permitted convening of the AGM over VC. In terms of the Circulars, the members attending the AGM through VC only, 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 2020, 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	104799577	104799577	100.0000	104799577	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>104799577</b>	<b>104799577</b>	<b>100.0000</b>	<b>104799577</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	70733605	51796282	73.2273	51796282	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>70733605</b>	<b>51796282</b>	<b>73.2273</b>	<b>51796282</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non-Institutions	e-voting	11014629	94575	0.8586	94208	367	99.6119	0.3881
	Poll		34734	0.3153	34734	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>11014629</b>	<b>129309</b>	<b>1.1740</b>	<b>128942</b>	<b>367</b>	<b>99.7162</b>	<b>0.2838</b>
<b>Total</b>		<b>186547811</b>	<b>156725168</b>	<b>84.0134</b>	<b>156724801</b>	<b>367</b>	<b>99.9998</b>	<b>0.0002</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	104799577	104799577	100.0000	104799577	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>104799577</b>	<b>104799577</b>	<b>100.0000</b>	<b>104799577</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	70733605	52171634	73.7579	52171634	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>70733605</b>	<b>52171634</b>	<b>73.7579</b>	<b>52171634</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non-Institutions	e-voting	11014629	94570	0.8586	94303	267	99.7177	0.2823
	Poll		34734	0.3153	34734	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>11014629</b>	<b>129304</b>	<b>1.1739</b>	<b>129037</b>	<b>267</b>	<b>99.7935</b>	<b>0.2065</b>
<b>Total</b>		<b>186547811</b>	<b>157100515</b>	<b>84.2146</b>	<b>157100248</b>	<b>267</b>	<b>99.9998</b>	<b>0.0002</b>

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Agenda	3. Re-appointment of Mr. David Lawrence Johnson, 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	104799577	104799577	100.0000	104799577	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	<b>Total</b>	<b>104799577</b>	<b>104799577</b>	<b>100.0000</b>	<b>104799577</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	70733605	51045035	72.1652	43590847	7454188	85.3968	14.6032
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	<b>Total</b>	<b>70733605</b>	<b>51045035</b>	<b>72.1652</b>	<b>43590847</b>	<b>7454188</b>	<b>85.3968</b>	<b>14.6032</b>
Public Non-Institutions	e-voting	11014629	94564	0.8585	85607	8957	90.5281	9.4719
	Poll		34734	0.3153	34734	0	100.0000	0.0000
	Postal -Ballot	Not Applicable						
	<b>Total</b>	<b>11014629</b>	<b>129298</b>	<b>1.1739</b>	<b>120341</b>	<b>8957</b>	<b>93.0726</b>	<b>6.9274</b>
<b>Total</b>		<b>186547811</b>	<b>155973910</b>	<b>83.6107</b>	<b>148510765</b>	<b>7463145</b>	<b>95.2151</b>	<b>4.7849</b>

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Agenda	4. Re-appointment of Mr. Amit Dalmia, 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	104799577	104799577	100.0000	104799577	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>104799577</b>	<b>104799577</b>	<b>100.0000</b>	<b>104799577</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	70733605	51045035	72.1652	49675092	1369943	97.3162	2.6838
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>70733605</b>	<b>51045035</b>	<b>72.1652</b>	<b>49675092</b>	<b>1369943</b>	<b>97.3162</b>	<b>2.6838</b>
Public Non-Institutions	e-voting	11014629	94496	0.8579	85501	8995	90.4811	9.5189
	Poll		34734	0.3153	34734	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>11014629</b>	<b>129230</b>	<b>1.1733</b>	<b>120235</b>	<b>8995</b>	<b>93.0395</b>	<b>6.9605</b>
<b>Total</b>		<b>186547811</b>	<b>155973842</b>	<b>83.6107</b>	<b>154594904</b>	<b>1378938</b>	<b>99.1159</b>	<b>0.8841</b>

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Agenda	5. Re-appointment of Ms. Jan Kathleen Heir as an Independent Director							
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	104799577	104799577	100.0000	104799577	0	100.0000	0
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	<b>Total</b>	<b>104799577</b>	<b>104799577</b>	<b>100.0000</b>	<b>104799577</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public Institutions	e-voting	70733605	51045035	72.1652	46111625	4933410	90.3352	9.6648
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	<b>Total</b>	<b>70733605</b>	<b>51045035</b>	<b>72.1652</b>	<b>46111625</b>	<b>4933410</b>	<b>90.3352</b>	<b>9.6648</b>
Public Non-Institutions	e-voting	11014629	94564	0.8585	85623	8941	90.5450	9.4550
	Poll		34734	0.3153	34734	0	100.0000	0.0000
	Postal -Ballot	Not Applicable						
	<b>Total</b>	<b>11014629</b>	<b>129298</b>	<b>1.1739</b>	<b>120357</b>	<b>8941</b>	<b>93.0850</b>	<b>6.9150</b>
<b>Total</b>		<b>186547811</b>	<b>155973910</b>	<b>83.6107</b>	<b>151031559</b>	<b>4942351</b>	<b>96.8313</b>	<b>3.1687</b>

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Agenda	6. Amendments to the Employee Stock Option Plan 2016 (ESOP 2016)							
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	104799577	104799577	100.0000	104799577	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>104799577</b>	<b>104799577</b>	<b>100.0000</b>	<b>104799577</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	e-voting	70733605	52171634	73.7579	26301702	25869932	50.4138	49.5862
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>70733605</b>	<b>52171634</b>	<b>73.7579</b>	<b>26301702</b>	<b>25869932</b>	<b>50.4138</b>	<b>49.5862</b>
Public Non-Institutions	e-voting	11014629	94570	0.8586	85197	9373	90.0888	9.9112
	Poll		34734	0.3153	34734	0	100.0000	0.0000
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>11014629</b>	<b>129304</b>	<b>1.1739</b>	<b>119931</b>	<b>9373</b>	<b>92.7512</b>	<b>7.2488</b>
<b>Total</b>		<b>186547811</b>	<b>157100515</b>	<b>84.2146</b>	<b>131221210</b>	<b>25879305</b>	<b>83.5269</b>	<b>16.4731</b>

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Agenda	7. Extension of the amended ESOP 2016 to the Employees of subsidiaries							
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	104799577	104799577	100.0000	104799577	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	<b>Total</b>	<b>104799577</b>	<b>104799577</b>	<b>100.0000</b>	<b>104799577</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	e-voting	70733605	52171634	73.7579	26573812	25597822	50.9354	49.0646
	Poll		-	-	-	-	-	-
	Postal Ballot	<i>Not Applicable</i>						
	<b>Total</b>	<b>70733605</b>	<b>52171634</b>	<b>73.7579</b>	<b>26573812</b>	<b>25597822</b>	<b>50.9354</b>	<b>49.0646</b>
Public Non-Institutions	e-voting	11014629	94570	0.8586	85151	9419	90.0402	9.9598
	Poll		34734	0.3153	34134	600	98.2726	1.7274
	Postal -Ballot	<i>Not Applicable</i>						
	<b>Total</b>	<b>11014629</b>	<b>129304</b>	<b>1.1739</b>	<b>119285</b>	<b>10019</b>	<b>92.2516</b>	<b>7.7484</b>
<b>Total</b>		<b>186547811</b>	<b>157100515</b>	<b>84.2146</b>	<b>131492674</b>	<b>25607841</b>	<b>83.6997</b>	<b>16.3003</b>

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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 29<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on Thursday, 23<sup>rd</sup> July 2020 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 29<sup>th</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 29<sup>th</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 29<sup>th</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 7 of the Notice of the 29<sup>th</sup> AGM of the members of the Company dated 17<sup>th</sup> June 2020.



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

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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 29<sup>th</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 2020 read with circulars dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 and SEBI Circular dated 12<sup>th</sup> May 2020, Notice of the AGM dated 17<sup>th</sup> June 2020 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, 16<sup>th</sup> July 2020, were entitled to vote on the resolutions as set out in the Notice of the 29<sup>th</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, 16<sup>th</sup> July 2020.

**REMOTE E-VOTING:**

The remote e-voting facility for e-voting prior to the AGM was provided by National Securities Depository Limited (NSDL).



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

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The remote e-voting period was open for five days which commenced on Saturday, 18<sup>th</sup> July 2020 at 9:00 A.M. and concluded on Wednesday, 22<sup>nd</sup> July 2020 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.

**E-VOTING AT THE 29<sup>TH</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 5<sup>th</sup> May 2020 read with circulars dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 permitted convening the AGM 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 29<sup>th</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 23<sup>rd</sup> July 2020 on the results of remote e- voting and e-voting during the 29<sup>th</sup> AGM on the resolutions contained in the Notice to the 29<sup>th</sup> AGM of the members of the Company.

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:-



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

Contd ....3

**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<sup>st</sup> March 2020, 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>471</b>	<b>15,67,25,168</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,66,90,067	99.98	367	0	-
E-voting during the AGM	34,734	0.02	0	0	-
<b>Total</b>	<b>15,67,24,801</b>	<b>100</b>	<b>367</b>	<b>0</b>	<b>-</b>

The Resolution as mentioned in Item 1 of the Notice of the 29<sup>th</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>472</b>	<b>15,71,00,515</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,70,65,514	99.98	267	0	-
E-voting during the AGM	34,734	0.02	0	0	-
<b>Total</b>	<b>15,71,00,248</b>	<b>100</b>	<b>267</b>	<b>0</b>	<b>-</b>

The Resolution as mentioned in Item 2 of the Notice of the 29<sup>th</sup> AGM stands passed with requisite majority as an Ordinary Resolution.



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

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**Item 3: Ordinary Resolution**

3. To appoint a director in place of Mr. David Lawrence Johnson who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
<b>469</b>	<b>15,59,73,910</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	14,84,76,031	95.19	74,63,145	4.79	-
E-voting during the AGM	34,734	0.02	0	0	-
<b>Total</b>	<b>14,85,10,765</b>	<b>95.21</b>	<b>74,63,145</b>	<b>4.79</b>	<b>-</b>

The Resolution as mentioned in Item 3 of the Notice of the 29<sup>th</sup> AGM stands passed with requisite majority as an Ordinary Resolution.

**Item 4: Ordinary Resolution**

4. To appoint a director in place of Mr. Amit Dalmia who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
<b>468</b>	<b>15,59,73,842</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,45,60,170	99.10	13,78,938	0.88	-
E-voting during the AGM	34,734	0.02	0	0	-
<b>Total</b>	<b>15,45,94,904</b>	<b>99.12</b>	<b>13,78,938</b>	<b>0.88</b>	<b>-</b>

The Resolution as mentioned in Item 4 of the Notice of the 29<sup>th</sup> AGM stands passed with requisite majority as an Ordinary Resolution.



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

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**Item 5: Special Resolution**

5. 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 Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Ms. Jan Kathleen Hier (DIN 07360483), Independent Director, whose period of office expires on 10 December 2020, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term of five consecutive years as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective 11 December 2020.

Total Number of members voted	Total Number of votes cast
<b>471</b>	<b>15,59,73,910</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,09,96,825	96.81	49,42,351	3.17	-
E-voting during the AGM	34,734	0.02	0	0	-
<b>Total</b>	<b>15,10,31,559</b>	<b>96.83</b>	<b>49,42,351</b>	<b>3.17</b>	<b>-</b>

The Resolution as mentioned in Item 5 of the Notice of the 29<sup>th</sup> AGM stands passed with requisite majority as a Special Resolution.



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

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**Item 6: Special Resolution**

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

“RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 (the “Act”), rules made thereunder and all other applicable provisions of the Act (including any amendment thereto or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “Regulations”), the guidelines prescribed thereunder by Securities and Exchange Board of India (SEBI) and other SEBI Regulations as may be applicable in this regard, in accordance with the provisions of the Memorandum and Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), following amendments to the Employee Stock Option Plan 2016 (“ESOP 2016”) be and is hereby approved:

- (a) the exercise period of stock options already granted which are yet to be exercised and the stock options to be granted in future to the employees, under the ESOP 2016 be increased from thirty six months to sixty months from the date of Vesting and the definition of Exercise Period in the Clause 2.1 of ESOP 2016 be replaced with the following:
- 2.1 “Exercise Period” means the time period which is sixty (60) months from the date of Vesting in accordance with the Vesting Schedule, within which the Employee may exercise the right to apply for Shares against the Vested Options.
- (b) subject to the approval of the Compensation Committee in this regard and on the terms approved by it, the unvested stock options, upon retirement or superannuation of the Employees vest immediately on the date of retirement or superannuation, which shall be exercised within six (6) months from the Cessation Date and clause 7.1(a) of the ESOP 2016 be and is hereby replaced with the following:
- 7.1. (a) in case the Leaver is categorized as a Good Leaver, then all Options which have not Vested as on the Cessation Date shall lapse and such Leaver shall be entitled to Exercise all Vested Options within six (6) months from the Cessation Date; However, notwithstanding any other provisions of the Plan, where the Leaver is a Good Leaver on account of retirement or superannuation, in accordance with the rules of the Company, the Compensation Committee may, at its discretion and having regard to services of the Leaver, approve vesting of the Options, either in full or otherwise, which were granted to the Leaver and are otherwise not vested. Upon approval of the Compensation Committee, such approved unvested Options shall vest on the date of retirement/superannuation and Leaver shall be entitled to exercise all such vested Options within six (6) months from the Cessation Date.



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

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“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for the purpose of giving effect to this resolution with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

Total Number of members voted	Total Number of votes cast
<b>473</b>	<b>15,71,00,515</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	13,11,86,476	83.51	2,58,79,305	16.47	-
E-voting during the AGM	34,734	0.02	0	0	-
<b>Total</b>	<b>13,12,21,210</b>	<b>83.53</b>	<b>2,58,79,305</b>	<b>16.47</b>	-

The Resolution as mentioned in Item 6 of the Notice of the 29<sup>th</sup> AGM stands passed with requisite majority as a Special Resolution.

#### **Item 7: Special Resolution**

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

“RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to extend the benefits of amendments to “Mphasis Employee Stock Option Plan 2016” (ESOP 2016) proposed in the resolution under Item No. 6 of this Notice to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any question that may arise in this regard.”



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

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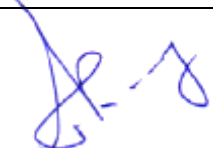
Total Number of members voted	Total Number of votes cast
<b>473</b>	<b>15,71,00,515</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	13,14,58,540	83.68	2,56,07,241	16.30	-
E-voting during the AGM	34,134	0.02	600	0	-
<b>Total</b>	<b>13,14,92,674</b>	<b>83.70</b>	<b>2,56,07,841</b>	<b>16.30</b>	-

The Resolution as mentioned in Item 7 of the Notice of the 29<sup>th</sup> AGM stands passed with requisite majority as a Special Resolution.

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting and e-voting during the 29<sup>th</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>Name of the Company Secretary: S.P.NAGARAJAN</b>
<b>Date: 23<sup>rd</sup> July 2020</b>	<b>ACS Number : 10028</b>
	<b>CP Number : 4738</b>
	<b>UDIN : A010028B000493764</b>
<b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b>	



  
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