



24 July 2025

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: Proceedings of the 34th Annual General Meeting (AGM) of the Company.

We would like to inform you that the 34th Annual General Meeting of the Company was convened on 24 July 2025 at 9:00 am (IST) via Video Conferencing. The business items outlined in the AGM Notice dated 24 April 2025 were duly transacted during the meeting.

We further inform you that the members of the Company approved of all the resolutions by requisite majority. The proceedings of the AGM as required under Regulation 30 read with clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed herewith.

The above-mentioned intimation is also made available on the Company's website at www.mphasis.com

We request you to kindly take the above intimation on record.

Yours faithfully,
For Mphasis Limited



Mayank Verma
Senior Vice President and Company Secretary

Encl.: As above

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SUMMARY OF PROCEEDINGS OF THIRTY FOURTH ANNUAL GENERAL MEETING HELD ON 24 JULY 2025

The 34th Annual General Meeting ("AGM") of the shareholders of Mphasis Limited ("the Company") was held through video conferencing on Thursday, 24 July 2025, at 9:00 am (IST) and concluded at 10:30 am (IST). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs ("MCA") and circulars issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

DIRECTORS PRESENT

Ms. Jan Kathleen Hier	Chairperson (Present through VC from the USA)
Mr. Nitin Rakesh	CEO and Managing Director (Present through VC from the USA)
Ms. Maureen Anne Erasmus	Director, Chairperson of the Audit Committee (Present through VC from the UK)
Mr. Sunil Gulati	Director, Chairperson of the Nomination and Remuneration Committee and Stakeholders Relationship Committee (Present through VC from the USA)
Mr. Girish Paranjpe	Director, Chairperson of the Treasury and Operations Committee and CSR Committee (Present through VC from India)
Mr. Marshall Jan Lux	Director, Chairperson of the Risk Governance and Management Committee (Present through VC from the USA)
Ms. Courtney della Cava	Director (Present through video conferencing from the USA)
Mr. David Lawrence Johnson	Director (Present through VC from the USA)
Mr. Amit Dixit	Director (Present through VC from India)
Mr. Amit Dalmia	Director (Present through VC from India)
Mr. Kabir Mathur	Director (Present through VC from Dubai)
Mr. Pankaj Sood	Director (Present through VC from India)

IN ATTENDANCE PRESENT THROUGH VC

Mr. Aravind Viswanathan	Chief Financial Officer
Mr. Eric Winston	EVP, General Counsel and Chief Compliance, Risk & Ethics Officer
Mr. Mayank Verma	SVP and Company Secretary
Mr. Arjun Ramesh	Partner, B S R & Co. LLP
Ms. Ashwini Sharma	Associate Director, B S R & Co. LLP
Mr. S P Nagarajan	Secretarial Auditor and Scrutinizer for e-voting

As per the attendance registered for the meeting, 63 members were present through Video Conferencing ("VC") throughout the meeting including representative of the Bodies Corporates.

Ms. Jan Kathleen Hier chaired the meeting. The Chairperson informed the members that the AGM is being held through VC in accordance with the circulars issued by the MCA and SEBI. The proceedings of the meeting shall be deemed to have been conducted at the Registered Office of the Company in compliance with applicable laws.

The Chairperson welcomed all the members to the 34th AGM of the Company. The Chairperson introduced herself and other directors virtually present at the meeting. She confirmed that the authorized representative of the Statutory Auditors, Secretarial Auditor and the Scrutinizer were also virtually present at the meeting. The Chairperson confirmed the presence of the requisite quorum and called the meeting to order.

The Notice convening the AGM was taken as read with the permission of the members. The Chairperson informed the members that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts or arrangements in which Directors are interested, Certificate required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Statutory Audit Reports, Secretarial Audit Reports which were required to be placed at the meeting were available for inspection throughout the meeting at the NSDL website. She further informed that as the meeting was being held through VC, the facility for appointment of proxies by the Members was not applicable and hence the proxy register for inspection was not available.

Thereafter, Chairperson requested Mr. Mayank Verma, Senior Vice President and Company Secretary, to brief the members on the e-voting process. The Company Secretary informed that in compliance with the provisions of the Companies Act and SEBI Regulations, the Company had arranged an e-voting facility for all the members holding shares of the Company as on the cut-off date of July 17, 2025, through e-voting platform of the NSDL on all resolutions proposed at the AGM. He further informed that the remote e-voting period commenced on Saturday, July 19, 2025 (9:00 A.M) and concluded on Wednesday, July 23, 2025 (5:00 P.M) (both days inclusive). Members who have not exercised their voting rights during remote e-voting period, can still cast their vote on all resolutions as set forth in the AGM Notice through the e-voting platform of the NSDL and the e-voting will remain open till 30 minutes after the conclusion of the AGM to enable such members to vote.

The Company has appointed Mr. S P Nagarajan, Practicing Company Secretary, as Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting undertaken at the 34th AGM of the Company. The Chairperson authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company. Upon submission of the Report by the Scrutinizer, the results of e-voting would be intimated to the Stock Exchanges within the stipulated timeframe and will be made available on the website of the Company and on the website of the Company's Registrar and Share Transfer Agent.

Thereafter, the Company Secretary summarized the following six resolutions placed at the meeting for Members approval:

Resolutions	Passed as Ordinary / Special Resolution
Adoption of standalone and consolidated Financial Statements for the year ended 31 March 2025 and the reports of the Board and Auditors' thereon.	Ordinary Resolution
Declaration of final dividend of ₹ 57 per equity share	Ordinary Resolution
Appointment of Mr. Amit Dalmia (DIN: 05313886) as a Director, who retired by rotation.	Ordinary Resolution
Appointment of Mr. Amit Dixit (DIN: 01798942) as a Director, who retired by rotation.	Ordinary Resolution
Appointment of Mr. Marshall Jan Lux (DIN: 08178748) as a Director, who retired by rotation.	Ordinary Resolution
Appointment of Mr. S P Nagarajan, as Secretarial Auditor of the Company for a period of 5 years and to fix remuneration.	Ordinary Resolution

The Company Secretary further informed that there were no qualifications, observations or comments in the Auditor's Report, which were required to be read at the meeting. With the permission of the members present, the Auditor's Reports including the annexures thereof were taken as read.

Thereafter, the Chairperson proceeded with her address to the members covering performance highlights of the Company for FY25, Key strategic updates, ESG initiatives, Corporate Social Responsibility, dividend and other important updates.

Thereafter, the session was opened for Questions and Answers, allowing Members to express their views or ask questions during the Meeting. The Chairperson and Chief Executive Officer responded to all the queries raised by the shareholders.

In the end, the Chairperson concluded the meeting with a vote of thanks to the shareholders and wished them all the very best and good health.
