



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,

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

We wish to inform you that all resolutions outlined in the Notice of the Thirty Fourth Annual General Meeting (AGM) dated 24 April 2025 have been duly approved by the Company's members with the requisite majority. The meeting was conducted today via 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 e-voting process at the AGM. The Scrutinizer submitted his reports, after scrutiny of the remote e-voting and e-voting at the AGM.

On the basis of the above reports, it is hereby declared that all resolutions outlined in the Notice of the AGM have been duly approved with the requisite majority. Please find enclosed are the e-voting results declared by the Company today, including the voting results presented in the required format under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Scrutinizer's Report dated 24 July 2025, prepared by Mr. S P Nagarajan, Practicing Company Secretary, is also attached.

We request you to kindly take the above intimation on record as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,
For Mphasis Limited



Mayank Verma
Senior Vice President and Company Secretary

Encl.: As above

Initial
MV

DS
PRK

Contact Us:
T : +91 080 67501000
F : +91 080 66959943
E : investor.relations@mphasis.com

www.mphasis.com

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 THIRTY FOURTH ANNUAL GENERAL MEETING HELD ON 24 JULY 2025

(Consolidated Results of e-voting and Remote 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 Thirty Forth Annual General Meeting (AGM) of the Company held through Video Conferencing on 24 July 2025 at 09:00 am (IST) and concluded at 10:30 am (IST).

The Company 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 34th AGM of the Company.

The Scrutinizer 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 24 April 2025, have been duly passed by the members of the Company with a requisite majority as per the following details. The Scrutinizer's Report and the voting pattern as per the requirement of the Listing Regulations is annexed herewith.

Resolutions	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	Favour	Against	Invalid	
Adoption of standalone and consolidated Financial Statements for the year ended 31 March 2025 and the reports of the Board and Auditors' thereon.	171,352,499	30,401	-	Ordinary Resolution
Percentage	99.98	0.02	-	
Declaration of final dividend of ₹ 57 per equity share.	171,455,969	98	-	Ordinary Resolution
Percentage	100.00	0.00	-	
Re-appointment of Mr. Amit Dalmia (DIN: 05313886) as a Director, who retired by rotation.	166,920,230	4,529,269	-	Ordinary Resolution
Percentage	97.36	2.64	-	
Re-appointment of Mr. Amit Dixit (DIN: 01798942) as a Director, who retired by rotation.	167,690,309	3,763,690	-	Ordinary Resolution
Percentage	97.80	2.20	-	
Re-appointment of Mr. Marshall Jan Lux (DIN: 08178748) as a Director, who retired by rotation.	170,214,439	1,235,060	-	Ordinary Resolution
Percentage	99.28	0.72	-	
Appointment of Secretarial Auditor of the Company and to fix remuneration	171,131,997	311,748	-	Ordinary Resolution
Percentage	99.82	0.18	-	

For and on behalf of the Board

Bengaluru
24 July 2025

Mayank Verma
Senior Vice President and Company Secretary



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Initial
MV



Voting Results of the 34th Annual General Meeting held on 24 July 2025
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Description	Particulars
Date of AGM	24 July 2025
Total No. of Shareholders as on Record date*	152,027
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	62
Whether Promoter/Promoter Group are interested in the agenda / resolution	No

* as at the cut-off date 17 July 2025

Note: Ministry of Corporate Affairs ("MCA") vide its General circulars Nos. 09/2024, 09/2023, 10/2022, 2/2022 and 19/2021, and the Securities and Exchange Board of India have vide circular No. SEBI/HO/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 (hereinafter collectively referred to as "Circulars"), have permitted convening of the AGM over VC. In terms of the Circulars, the members attending the AGM only through VC, were counted for the purpose of quorum and no facility for appointment of Proxy by the members was provided.

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CIN: L30007KA1992PLC025294

Agenda	1. Adoption of standalone and consolidated Financial Statements for the year ended 31 March 2025 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
Promoters and promoter group	e-voting	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
Public Institutions	e-voting	105,688,430	94,387,547	89.31	94,357,300	30,247	99.97	0.03
	Poll		-	-	-	-	-	-
	Postal Ballot	Not Applicable						
	Total	105,688,430	94,387,547	89.31	94,357,300	30,247	99.97	0.03
Public Non-Institutions	e-voting	8,262,105	695,711	8.42	695,557	154	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal -Ballot	Not Applicable						
	Total	8,262,105	695,711	8.42	695,557	154	99.98	0.02
Total		190,250,177	171,382,900	90.08	171,352,499	30,401	99.98	0.02



Agenda	2. Declaration of final dividend of ₹ 57 per equity share.							
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	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
Public Institutions	e-voting	105,688,430	94,460,660	89.38	94,460,660	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	105,688,430	94,460,660	89.38	94,460,660	0	100.00	0.00
Public Non-Institutions	e-voting	8,262,105	695,765	8.42	695,667	98	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal -Ballot							
	Total	8,262,105	695,765	8.42	695,667	98	99.99	0.01
Total		190,250,177	171,456,067	90.12	171,455,969	98	100.00	0.00



Agenda	3. Re-appointment of Mr. Amit Dalmia (DIN: 05313886) as a Director, who retired 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	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
Public Institutions	e-voting	105,688,430	94,454,235	89.37	89,925,452	4,528,783	95.20	4.80
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	105,688,430	94,454,235	89.37	89,925,452	4,528,783	95.20	4.80
Public Non-Institutions	e-voting	8,262,105	695,622	8.42	695,136	486	99.93	0.07
	Poll		-	-	-	-	-	-
	Postal -Ballot							
	Total	8,262,105	695,622	8.42	695,136	486	99.93	0.07
Total		190,250,177	171,449,499	90.12	166,920,230	4,529,269	97.36	2.64



Agenda	4. Re-appointment of Mr. Amit Dixit (DIN: 01798942) as a Director, who retired 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	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
Public Institutions	e-voting	105,688,430	94,458,735	89.37	90,695,486	3,763,249	96.02	3.98
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	105,688,430	94,458,735	89.37	90,695,486	3,763,249	96.02	3.98
Public Non-Institutions	e-voting	8,262,105	695,622	8.42	695,181	441	99.94	0.06
	Poll		-	-	-	-	-	-
	Postal -Ballot							
	Total	8,262,105	695,622	8.42	695,181	441	99.94	0.06
Total		190,250,177	171,453,999	90.12	167,690,309	3,763,690	97.80	2.20



Agenda	5. Appointment of Mr. Marshall Jan Lux (DIN: 08178748) as a Director, who retired 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	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
Public Institutions	e-voting	105,688,430	94,454,235	89.37	93,219,716	1,234,519	98.70	1.30
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	105,688,430	94,454,235	89.37	93,219,716	1,234,519	98.70	1.30
Public Non-Institutions	e-voting	8,262,105	695,622	8.42	695,081	541	99.92	0.08
	Poll		-	-	-	-	-	-
	Postal -Ballot							
	Total	8,262,105	695,622	8.42	695,081	541	99.92	0.08
Total		190,250,177	171,449,499	90.12	170,214,439	1,235,060	99.28	0.72



Agenda	6. Appointment of Secretarial Auditor of the Company and to fix remuneration.							
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	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	76,299,642	76,299,642	100.00	76,299,642	0	100.00	0.00
Public Institutions	e-voting	105,688,430	94,448,479	89.37	94,137,036	311,443	99.67	0.33
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	105,688,430	94,448,479	89.37	94,137,036	311,443	99.67	0.33
Public Non-Institutions	e-voting	8,262,105	695,624	8.42	695,319	305	99.96	0.04
	Poll		-	-	-	-	-	-
	Postal -Ballot							
	Total	8,262,105	695,624	8.42	695,319	305	99.96	0.04
Total		190,250,177	171,443,745	90.11	171,131,997	311,748	99.82	0.18

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

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com

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 Chairperson of 34th Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on Thursday, 24th July 2025 at 9:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OVAM)

Dear Madam,

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 34th 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 34th 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 34th 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 6 of the Notice of the 34th AGM of the members of the Company dated 24th April 2025.



S. P. NAGARAJAN
Company Secretary in Wholtime Practice

Contd1

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 34th 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 AND PHYSICAL MODE:

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") dated 19th September 2024 read with circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 and SEBI Circular dated 12th May 2020 and 15th January 2021, Notice of the 34th AGM dated 24th July 2025 was sent through electronic mode to the members whose e-mail addresses were registered with the Company/Depositories. Letter containing the weblink of Annual Report and Notice of AGM were sent through post to the members whose e-mail addresses were not 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.

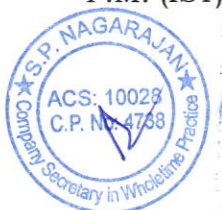
CUT-OFF DATE:

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., Thursday, 17th July 2025, were entitled to vote on the resolutions as set out in the Notice of the 34th 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, 17th July 2025.

REMOTE E-VOTING:

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

The remote e-voting period was open for five (5) days which commenced on Saturday, 19th July 2025 at 9:00 A.M. (IST) and concluded on Wednesday, 23rd July 2025 at 5:00 P.M. (IST) on <https://www.evoting.nsdl.com/>.



S. P. NAGARAJAN
Company Secretary in Wholetime Practice

Contd2

E-VOTING AT THE 34th 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. The eligible members were allowed to vote within 30 minutes after conclusion of the deliberations at the AGM.

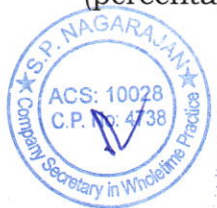
The Ministry of Corporate Affairs ("MCA") vide its circular dated 19th September 2024, permitted convening the AGM due in the year 2025 through VC. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 34th 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 24th July 2025 on the results of remote e-voting and e-voting during the 34th AGM on the resolutions contained in the Notice to the 34th 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 (percentage (%) of votes has been rounded off to two decimals) :-



S. P. NAGARAJAN
Company Secretary in Wholetime Practice

Contd3

A. Ordinary Business

Item 1: Ordinary Resolution

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the year ended 31 March 2025 and the reports of the Board of Directors and Auditors' thereon.

Total Number of members voted	Total Number of votes cast
1,108	17,13,82,900

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,12,79,919	99.94	30,401	0.02	-
E-voting during the AGM	72,580	0.04	0	0.00	-
Total	17,13,52,499	99.98	30,401	0.02	-

The Resolution as mentioned in Item 1 of the Notice of the 34th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 2: Ordinary Resolution

To declare a final dividend of ₹57/- per equity share of face value of ₹10/- each for the financial year ended 31 March 2025.

Total Number of members voted	Total Number of votes cast
1,112	17,14,56,067

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,13,83,389	99.96	98	0.00	-
E-voting during the AGM	72,580	0.04	0	0.00	-
Total	17,14,55,969	100.00	98	0.00	-

The Resolution as mentioned in Item 2 of the Notice of the 34th AGM stands passed with requisite majority as an Ordinary Resolution.



S. P. NAGARAJAN
Company Secretary in Wholtime Practice

Contd4

Item 3: Ordinary Resolution

To appoint a director in place of Mr. Amit Dalmia (DIN:05313886) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
1,117	17,14,49,499

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,68,47,650	97.32	45,29,269	2.64	-
E-voting during the AGM	72,580	0.04	0	0.00	-
Total	16,69,20,230	97.36	45,29,269	2.64	-

The Resolution as mentioned in Item 3 of the Notice of the 34th AGM stands passed with requisite majority as an Ordinary Resolution.

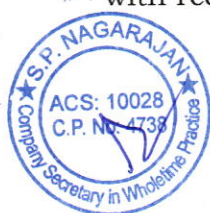
Item 4: Ordinary Resolution

To appoint a director in place of Mr. Amit Dixit (DIN: 01798942) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
1,117	17,14,53,999

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,76,17,729	97.76	37,63,690	2.20	-
E-voting during the AGM	72,580	0.04	0	0.00	-
Total	16,76,90,309	97.80	37,63,690	2.20	-

The Resolution as mentioned in Item 4 of the Notice of the 34th AGM stands passed with requisite majority as an Ordinary Resolution.



S. P. NAGARAJAN
Company Secretary in Wholtime Practice

Contd5

Item 5: Ordinary Resolution

To appoint a director in place of Mr. Marshall Jan Lux (DIN: 08178748) who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
1,116	17,14,49,499

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,01,41,859	99.24	12,35,060	0.72	-
E-voting during the AGM	72,580	0.04	0	0.00	-
Total	17,02,14,439	99.28	12,35,060	0.72	-

The Resolution as mentioned in Item 5 of the Notice of the 34th AGM stands passed with requisite majority as an Ordinary Resolution.

B. Special Business

Item 6: Ordinary Resolution

To appoint Secretarial Auditor of the Company and to fix remuneration:

RESOLVED THAT pursuant to Section 204, other applicable provisions of the Companies Act, 2013, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, approval of the members be and is hereby accorded for the appointment of Mr. S P Nagarajan (ACS No. 10028, holding Certificate of Practice No. 4738 and Peer Review Certificate No.I2002KR300400), Practicing Company Secretary as the Secretarial Auditor of the Company for a term of five consecutive years commencing from 1st April 2025 to 31st March 2030, on such terms and conditions, including remuneration as mentioned in the explanatory statement and as may be determined by the Audit Committee and/or Board of Directors of the Company in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.



S. P. NAGARAJAN
Company Secretary in Wholetime Practice

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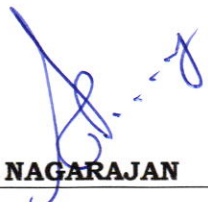
Total Number of members voted	Total Number of votes cast
1,107	17,14,43,745

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,10,59,417	99.78	3,11,748	0.18	-
E-voting during the AGM	72,580	0.04	0	0.00	-
Total	17,11,31,997	99.82	3,11,748	0.18	-

The Resolution as mentioned in Item 6 of the Notice of the 34th AGM stands passed with requisite majority as an Ordinary Resolution.

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting and e-voting during the 34th AGM by the members of the Company shall remain in my safe custody until the Chairperson 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

Place: Bangalore	Signature : 
Date: 24th July 2025	Name of the Company Secretary : S. P. NAGARAJAN ACS Number : 10028 CP Number : 4738 UDIN : A010028G000852991
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	



S.P. NAGARAJAN M.Com., ACS., LL.B.,
Company Secretary in Wholetime Practice
S-818, 8th Floor, South Block, Manipal Centre,
No. 47, Dickenson Road, Bangalore - 560 042.
Tel: 4114 1544 / 4113 2211
Tele Fax: 4113 6320, (M) : 98453 84585