MphasiS Limited
Registered Office:
Bagmane World Technology Center
Marathalli Outer Ring Road
Doddanakhundi Village
Mahadevapura
Bangalore - 560 048, India
Ph.: +91 080 3352 5000
Fax: +91 080 6695 9943

MPHASIS
an HP company

6 February 2014

Manager Listing
National Stock Exchange of India Limited
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

INTIMATION PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

Pursuant to Clause 35A of the Listing Agreement, we hereby enclose our report on the Voting Results in respect of the resolutions placed at the 22nd Annual General Meeting held yesterday.

This is for your information and records.

Thanking You,

Yours faithfully,
For **MphasiS Limited**

MphasiS Limited * BANGALORE *

A Sivaram Nair
Sr. VP, Company Secretary,
General Counsel & Ethics Officer

Encl : As above

DETAILS REGARDING THE VOTING RESULTS IN TERMS OF CLAUSE 35A OF THE LISTING AGREEMENT

SL.NO.	PARTICULARS	DETAILS
1	**Date of the AGM/EGM**	5-Feb-2014
2	**Total number of shareholders on record date:**	29,915
3	**No. of Shareholders present in the meeting either in person or through proxy:**	
3A	Promoters and Promoter Group:	3
3B	Public:	317
4	**No. of Shareholders attended the meeting through Video Conferencing**	
4A	Promoters and Promoter Group	NIL
4B	Public:	NIL
5	**Details of the Agenda/Resolutions passed:**	
5A	**Resolutions** (Ordinary/Special)	
a	To receive, consider and adopt the audited Balance Sheet as at 31 October, 2013 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the reports of the Directors and Auditors thereon.	Ordinary
b	To declare a dividend on equity shares.	Ordinary
c	To appoint a Director in place of Dr. Friedrich Froeschl, who retired by rotation and being eligible, offered himself for re-appointment.	Ordinary
d	To appoint a Director in place of Mr. V Ravichandran, who retired by rotation and being eligible, offered himself for re-appointment.	Ordinary
e	To appoint a Director in place of Mr. Chandrakant D Patel, who retired by rotation and being eligible, offered himself for re-appointment.	Ordinary
f	To re-appoint Auditors and to fix their remuneration	Ordinary
g	Appointment of Mr. Narayanan Kumar as a Director of the Company, whose period of office shall be liable for retirement by rotation.	Ordinary
h	Appointment of Mr. James Mark Merritt as a Director of the Company, whose period of office shall be liable for retirement by rotation.	Ordinary
i	Appointment of Mr. Lakshmikanth K Ananth as a Director of the Company, whose period of office shall be liable for retirement by rotation.	Ordinary
j	Appointment of Mr. Shankar Maitra as a Director of the Company, whose period of office shall be liable for retirement by rotation.	Ordinary
5B	**Mode of voting**	Show of hands

for MphasiS Limited

A. Sivaram Nair
SVP, Company Secretary, General Counsel & Ethics Officer

MphasiS Limited BANGALORE