

MPHASIS LIMITED
DECLARATION OF RESULTS OF TWENTY FOURTH ANNUAL GENERAL MEETING HELD
ON 9 SEPTEMBER 2015

(Consolidated Results of e-voting, Postal Ballot and Physical Ballot)

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder and Listing Agreement, the Company extended e-voting facility (Remote e-voting), Postal ballot facility and physical Ballot facility to its members to vote on all the resolutions which were proposed at the Twenty Fourth Annual General Meeting (AGM) of the Company held on 9 September 2015 at 10:00 am at the Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru 560025.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting process, Postal Ballot Exercise and voting by Physical ballot undertaken at the aforementioned 24th AGM of the Company.

The Scrutinizer has submitted his Reports after scrutiny of the remote e-voting, Postal ballot voting and physical ballot voting today.

On the basis of the above reports, it is hereby declared that all the resolutions as stated in the Notice of the Twenty Fourth AGM dated 29 July 2015, have been duly passed with requisite majority as per the following details. The Scrutinizer's Report is annexed herewith.

Resolution	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 2015, and the reports of the Directors' and Auditors' thereon.	184,918,727	25	107	Ordinary Resolution
Percentage	99.99%	0.01%		
Declaration of dividend on equity shares	184,968,924	10	107	Ordinary Resolution
Percentage	99.99%	0.01%		
Re-appointment of Mr. Shankar Maitra, who retired by rotation	184,586,651	382,310	107	Ordinary Resolution
Percentage	99.79%	0.21%		
Re-appointment of Mr. Stefan Antonio Lutz, who retired by rotation	184,764,095	204,736	107	Ordinary Resolution
Percentage	99.89%	0.11%		
Re-appointment of S R Batliboi & Associates LLP, Chartered Accountants, as Auditors and fixing their remuneration	183,855,769	180,976	107	Ordinary Resolution
Percentage	99.90%	0.10%		

Resolution	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	In favour	Against	Invalid	
Appointment of Ms. Mary Teresa Hassett as a Director	183,845,528	1,123,333	107	Ordinary Resolution
Percentage	99.39%	0.61%		
Appointment of Dr. Friedrich Froeschl as an Independent Director	184,968,270	691	107	Ordinary Resolution
Percentage	99.99%	0.01%		
Appointment of Mr. Davinder Singh Brar as an Independent Director	184,034,177	934,754	107	Ordinary Resolution
Percentage	99.49%	0.51%		
Appointment of Mr. Narayanan Kumar as an Independent Director	184,627,033	341,891	107	Ordinary Resolution
Percentage	99.82%	0.18%		
Formulation of Mphasis Restricted Stock Units Plan 2015 (RSU 2015)	175,931,242	9,037,202	107	Special Resolution
Percentage	95.11%	4.89%		
Extending the RSU 2015 to the Senior Executives of the Subsidiaries	175,930,950	9,037,469	107	Special Resolution
Percentage	95.11%	4.89%		
Purchase of equity shares of the Company by Mphasis Employees Benefit Trust for RSU 2015	175,931,107	9,037,828	107	Special Resolution
Percentage	95.11%	4.89%		
Material Related Party Transactions with HP, its subsidiaries and associates	56,988,924	873,546	107	Special Resolution
Percentage	98.49%	1.51%		

Place: Bangalore
 Date: 10 September 2015

Encl:As above

For Mphasis Limited



Balu Ganesh Ayyar
 Chief Executive Officer



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

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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 24th Annual General Meeting of the Equity Shareholders of
Mphasis Limited held on the Wednesday, 9th September 2015 at 10:00 A.M. at
The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru - 560 025

Dear Sir,

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

- i) the e-voting process (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 Clause 35B of the Listing
Agreement;
- ii) the postal ballot forms received by the Scrutinizer not later than close of
working hours (5:00 pm) on Tuesday, 8th September 2015 under the provisions
of the Clause 35B of the Listing Agreement and the Companies Act, 2013 and
rules framed thereunder and
- iii) voting by poll at the venue of the Annual General Meeting (AGM) under the
provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the
Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and ascertaining the requisite majority on remote e-
voting, voting by postal ballot forms and voting through poll (Physical voting at the
venue of 24th 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 13 of the Notice of the 24th AGM of the members of the Company dated 29 July 2015.

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), voting through postal ballot forms and voting by poll at the venue of the AGM on the resolutions proposed in the Notice of the 24th AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained/invalid" votes or poll papers, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by NSDL, Postal Ballot and voting conducted by poll at the venue of the AGM and the authorizations / proxies lodged with the Company.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 29th July 2015 convening the 24th Annual General Meeting (AGM) along with statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions for being passed at 24th AGM of the Equity Shareholders of the Company held on Wednesday, 9th September 2015.

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, 3rd September 2015, were entitled to vote on the resolutions as set out in the Notice of the 24th AGM of the Company.

REMOTE E-VOTING:

The Company has availed services of National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.

The remote e-voting period was open for three days which commenced on Saturday, 5th September 2015 at 9:00 AM and concluded on Tuesday, 8th September 2015 at 5:00 PM. on <https://www.evoting.nsdl.com/>



POSTAL BALLOT FORMS:

Members who do not have access to the e-voting facility or unable to exercise e-voting, were provided with an alternate option of casting their vote through Postal ballot forms (enclosed to the 24th AGM Notice) by sending their assent or dissent in writing in respect of the resolutions as set out in the 24th AGM Notice of the Company.

After the close of period for receiving physical ballot forms (Tuesday, 8th September 2015), the details of members such as their names, folio numbers, number of shares held who had cast their votes through physical ballot forms were identified for the purpose of ensuring that members who have cast their votes through physical ballot forms do not vote again at the 24th AGM.

VOTING BY POLL AT THE 24TH AGM:

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 after the close of period for remote e-voting the details of members who had cast votes through remote e-voting such as their names, folio numbers, number of shares held were downloaded from the e-voting website of NSDL, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 24th AGM.

At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll to facilitate the members present at the meeting, who could not cast their votes either through remote-e-voting or Postal Ballot, to record their votes through the poll process.

COUNTING PROCESS:

i) POLL AT THE VENUE OF 24TH AGM:

- a) After the time fixed for the closing of the poll by the Chairman, 3 (Three) empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- b) The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. Venkataramanaswamy and Mr. Rama Murthy of Bangalore.
- c) The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



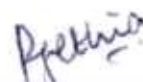
d) I did not find any poll papers invalid.

ii) REMOTE e-VOTING

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Wednesday, 9th September 2015 in the presence of two witnesses Ms. Pallavi B Kaveri & Ms. Priyanka Sethia, Members of the Institute of Company Secretaries of India who are not in the employment of the Company. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:



Ms. Pallavi B Kaveri



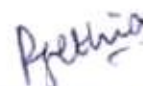
Ms. Priyanka Sethia

iii) POSTAL BALLOT

a) Postal ballot forms were opened in the presence of two witnesses who are not in employment of the Company namely Ms. Pallavi B Kaveri & Ms. Priyanka Sethia. The said witnesses have affixed their signature below in confirmation of the opening of the postal ballot forms in their presence:



Ms. Pallavi B Kaveri



Ms. Priyanka Sethia

b) The postal ballot forms received from the members not later than close of working hours (5:00 pm) on Tuesday, 8th September 2015 were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

c) The Postal ballot forms, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

I have issued separate Scrutinizer's Report dated 10th September 2015 on the results of remote e- voting, Postal Ballot and voting by poll at the venue of the 24th AGM on the resolutions contained in the Notice to the 24th AGM of the members of the Company.

I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting, Postal Ballot and voting by poll at the venue of the AGM as under:-



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 March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Directors' and Auditors' thereon.

Total Number of members voted	Total Number of votes cast
366	184918859

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	57502953	99.99	15	0.01	0
Postal ballot forms received	279369	99.99	10	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	184918727	99.99	25	0.01	107

The Resolution as mentioned in Item 1 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.

Item 2: Ordinary Resolution

2. To declare a dividend on equity shares

Total Number of members voted	Total Number of votes cast
375	184969041

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	57553550	100	0	-	0
Postal ballot forms received	278969	99.99	10	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	184968924	99.99	10	0.01	107

The Resolution as mentioned in Item 2 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.



Item 3: Ordinary Resolution

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

Total Number of members voted	Total Number of votes cast
376	184969068

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	57171367	99.34	382210	0.66	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	184586651	99.79	382310	0.21	107

The Resolution as mentioned in Item 3 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.

Item 4: Ordinary Resolution

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

Total Number of members voted	Total Number of votes cast
374	184968938

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	57348811	99.64	204636	0.36	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	184764095	99.89	204736	0.11	107



The Resolution as mentioned in Item 4 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.

Item 5: Ordinary Resolution

5. To re-appoint Statutory Auditors and to fix their remuneration.

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W) who retires at the conclusion of this Annual General Meeting, be and are hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of the Twenty Seventh Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting to be held hereafter, at a remuneration to be fixed by the Audit Committee/Board of Directors of the Company, in addition to reimbursement of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and as billed progressively.

Total Number of members voted	Total Number of votes cast
361	184036852

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	56440485	99.68	180876	0.32	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	183855769	99.90	180976	0.10	107

The Resolution as mentioned in Item 5 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.



Item 6: Ordinary Resolution

6. RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable Sections of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force), and the applicable Rules made thereunder, Ms. Mary Teresa Hassett (DIN 6983782) be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation

Total Number of members voted	Total Number of votes cast
375	184968968

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	56430244	98.05	1123233	1.95	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	183845528	99.39	1123333	0.61	107

The Resolution as mentioned in Item 6 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.

Item 7: Ordinary Resolution

7. RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and 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 Clause 49 of the Listing Agreement, Dr. Friedrich Froeschl (DIN 2601362), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 1 October 2014.

Total Number of members voted	Total Number of votes cast
376	184969068



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	57552986	99.99	591	0.01	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	184968270	99.99	691	0.01	107

The Resolution as mentioned in Item 7 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.

Item 8: Ordinary Resolution

8. RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and 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 Clause 49 of the Listing Agreement, Mr. Davinder Singh Brar (DIN 0068502), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 1 October 2014.

Total Number of members voted	Total Number of votes cast
375	184969038

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	56618893	98.38	934654	1.62	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	184034177	99.49	934754	0.51	107



The Resolution as mentioned in Item 8 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.

Item 9: Ordinary Resolution

9. RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and 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 Clause 49 of the Listing Agreement, Mr. Narayanan Kumar (DIN 00007848), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 1 April 2014.

Total Number of members voted	Total Number of votes cast
374	184969031

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	57211749	99.41	341791	0.59	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136405	100	0	-	0
Total	184627033	99.82	341891	0.18	107

The Resolution as mentioned in Item 9 of the Notice of the 24th AGM stands passed with requisite majority as an ordinary resolution.

Item 10: Special Resolution

10. 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 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, permission 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), the approval of the members of the Company be and is hereby accorded to "Mphasis Restricted Stock Units Plan 2015" (hereinafter referred to as RSU 2015) and the Board be and is hereby authorized to grant Restricted Stock Units (RSUs) from time to time in one or more tranches to or for the benefit of such Senior Executives who are in the permanent employment of the Company (including the managing/whole-time director) at a price of Rs. 10 each with the underlying equity shares, whether acquired from the secondary market through a Trust and/or created by allotment of further shares, not exceeding 2,500,000 equity shares of Rs. 10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the RSU 2015 shall not exceed 1% of the issued and paid-up capital of the Company in any financial year.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of RSU 2015, provided such amendments are required to be carried out pursuant to changes in the laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

Total Number of members voted	Total Number of votes cast
374	184968551



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	48515994	84.30	9037066	15.70	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136369	99.99	36	0.01	0
Total	175931242	95.11	9037202	4.89	107

The Resolution as mentioned in Item 10 of the Notice of the 24th AGM stands passed with requisite majority as a special resolution.

Item 11: Special Resolution

11. 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 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, permission 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), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of Mphasis Restricted Stock Units Plan 2015 proposed in the resolution under Item No. 10 of this Notice to the eligible Senior Executives of the subsidiary companies, 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.

Total Number of members voted	Total Number of votes cast
373	184968526



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	48515702	84.30	9037333	15.70	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136369	99.99	36	0.01	0
Total	175930950	95.11	9037469	4.89	107

The Resolution as mentioned in Item 11 of the Notice of the 24th AGM stands passed with requisite majority as a special resolution.

Item 12: Special Resolution

12. RESOLVED THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the RSU 2015 through the Mphasis Employees Benefit Trust, an irrevocable trust formed for administration of the Restricted Stock Units Plans of the Company and to purchase 2,500,000 equity shares of the Company from the secondary market through Mphasis Employees Benefit Trust, at such price(s), in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the provisions of the RSU 2015.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to issue and allot equity shares of Rs. 10 each of the Company in case the shares acquired from the secondary market are not sufficient to cover exercise of units under RSU 2015 and the number of shares approved hereinabove for secondary market acquisition shall accordingly be reduced and that such equity shares allotted shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 67 of the Companies Act, 2013, Rule 16 of Companies (Share Capital and Debentures) Rules, 2013 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities 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, permission 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), the approval of the members of the Company be and is hereby accorded to make loan and/or provision of money, from time to time, to the Mphasis Employees Benefit Trust for the acquisition of 2,500,000 (Twenty five lakh) equity shares of the Company representing 1.19% of the paid up share capital as at 31 March 2015, in one or several tranches on such terms and conditions as may be decided by the Board, for acquisition of equity shares of the Company from the secondary market, for the purpose of implementation of the Mphasis Restricted Stock Units Plan 2015 (RSU 2015).

Total Number of members voted	Total Number of votes cast
374	184969042

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	48515868	84.30	9037683	15.70	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	127136360	99.99	45	0.01	0
Total	175931107	95.11	9037828	4.89	107

The Resolution as mentioned in Item 12 of the Notice of the 24th AGM stands passed with requisite majority as a special resolution.

Item 13: Special Resolution

13. RESOLVED THAT pursuant to the Provisions of Clause 49 of the Listing Agreement (the "Agreement") and pursuant to the Policy of the Company on Related Party Transactions, approval of the members be and is hereby accorded, for entering into transactions, including Material Related Party Transactions, in the ordinary course of business at arms' length price, whether by means of contracts/ arrangements or otherwise, from time to time, with Hewlett Packard Company, Palo Alto, USA and its subsidiaries, group companies, and associates ("HP"), being related parties as per Clause



49(VII)(B)(2) of the Agreement, in relation to transfer, providing, exchange or receipt of all or any of, goods, resources, obligations or services, from time to time, under the Standard Services Agreement dated 1 July 2009 entered between the Company and Hewlett Packard Company, Palo Alto, USA and Master Professional Services Agreement dated 1 May 2011 entered between the Company and HP Services (Singapore) Pte. Limited, provided such transactions, in the opinion of the Board of Directors of the Company, with HP are in the ordinary course of business and at arm's length price.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide either by itself or through delegation to Committee(s) or Chief Executive Officer, upon the exact nature and value and other terms and conditions, of the transfer, providing, exchange, or receipt of all or any of, goods, resources, obligations to be transacted with HP, from time to time, as referred hereinabove, provided the Board and/or the Committee or the Chief Executive Officer, as the case may be, is satisfied that the such transactions are in the normal course of business and at arm's length price.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

Total Number of members present	Total Number of members voted	Total Number of votes cast
374	371*	57862577

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	56679906	98.48	873446	1.52	0
Postal ballot forms received	278879	99.99	100	0.01	107
Voting by poll at AGM venue	30139	100	0	-	0
Total	56988924	98.49	873546	1.51	107

* 3 Promoters have abstained from voting since it is a related party transaction under Section 188 of the Companies Act, 2013

The Resolution as mentioned in Item 13 of the Notice of the 24th AGM stands passed with requisite majority as a special resolution.



I hereby confirm that the relevant records in respect of the votes cast through e-voting, Postal Ballot and voting by poll at the venue of 24th 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



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 10th September 2015

For Mphasis Limited

CHIEF EXECUTIVE OFFICER

Chairman of the Meeting
(for the 24th Annual General
Meeting held on 9th September
2015) /Director