

Notice of Annual General Meeting

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of Mphasis Limited will be held at 10:00 am on Wednesday, the 9 September 2015, at The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru 560 025, India to transact the following business:

ORDINARY BUSINESS:

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.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mr. Shankar Maitra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Stefan Antonio Lutz, who retires by rotation and being eligible, offers himself for re-appointment.
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.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

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.

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

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.

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

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,

Notice of Annual General Meeting

Mr. Davinder Singh Brar (DIN 68502), 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.

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

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 7848), 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.

10. To consider and if thought fit, to pass, with or without modifications, 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 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 ₹ 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 ₹ 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.

11. To consider and if thought fit, to pass, with or without modifications, 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 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

Notice of Annual General Meeting

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.

12. To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

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 ₹ 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).

13. To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

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.

Notice of Annual General Meeting

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.

By order of the Board
For **Mphasis Limited**

A SIVARAM NAIR

Executive Vice President, Company Secretary,
General Counsel & Ethics Officer

Place : Bengaluru, India
Date : 29 July 2015

Registered Office:
Bagmane World Technology Center,
Marathalli Outer Ring Road, Doddanakhundi Village,
Mahadevapura, Bengaluru 560 048
CIN : L30007KA1992PLC025294
Telephone : 91 80 6695 5000
Fax : 91 80 6695 9943
Website : www.mphasis.com
e-mail : investor.relations@mphasis.com

Notice of Annual General Meeting

ADDITIONAL INFORMATION IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/RE-APPOINTMENT

Particulars	Mr. Shankar Maitra	Mr. Stefan Antonio Lutz	Ms. Mary Teresa Hassett	Dr. Friedrich Froeschl	Mr. Davinder Singh Brar	Mr. Narayanan Kumar
DIN	6748985	6810434	6983782	2601362	68502	7848
Date of first appointment at the Board	5-Dec-13	12-Feb-14	30-Sep-14	30-Mar -09	8-Apr -04	15-Feb-13
Age	53 yrs	53 yrs	41 yrs	63 yrs	62 yrs	65 yrs
Qualifications	Commerce Graduate, FCA	Bachelor in Administrative Studies	Bachelor in Business Studies	PhD & Executive MBA	B.E. Electrical & Masters in Management	Electronic Engineering
Nature of expertise in specific functional areas	Finance, Management & Technology	Sales, Marketing & Management	Human Resources & Management	Technology & Management	Technology, Finance & Management	Technology, Finance & Management
Directorship/Committee membership in other Indian Public Limited Companies Refer Note 1	Nil	Nil	Nil	Nil	Refer below	Refer below

Name of the Director	Other Directorship in Indian Public Companies	Membership/ Chairmanship
Mr. Davinder Singh Brar	Maruti Suzuki India Limited*	Audit Committee Member
	Wockhardt Limited*	Audit Committee Member and Stakeholders Grievance Committee Member
	Gland Pharma Limited	Audit Committee
Mr. Narayanan Kumar	Bharti Infratel Limited*	-
	Entertainment Network (India) Limited*	Audit Committee Chairman
	Times Innovative Media Limited	Audit Committee Member
	Times Infotainment Media Limited	Audit Committee Member
	MRF Limited*	-
	Take Solutions Limited*	Stakeholders Grievance Committee Chairman

* listed companies

Notes:

1. Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included.
2. Membership/Chairmanship in Audit Committee and Stakeholder Grievance Committees of other public companies is considered.
3. There is no inter-se relationship amongst the directors.
4. The above stated directors do not hold any shares of the Company.
5. The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2015.
6. The detailed profile of directors are disclosed in the Annual Report 2015 and are also hosted on the website of the Company at www.mphasis.com.

Annexure to Notice

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
3. A person can act as a Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case where proxies representing more than fifty (50) members or representing more than ten percent (10%) of the voting rights are received by the Company, the Proxy may choose the members to be represented and confirm the same to the Company at its registered office before 5 pm on 6 September 2015. In case the Company does not receive such confirmation, the Proxies appointed, within the aforesaid limit, in the order of receipt of proxy forms by the Company will be considered.
4. The copies of the Annual Report, Notice of Annual General Meeting (AGM) and dividend intimation are being sent to those members, through electronic mail (e-mail), who have registered their e-mail IDs with their Depository Participant (DP) or Registrar and Share Transfer Agent (RTA). Members are requested to update their preferred e-mail ID with the DP/RTA, as the case may be, which will be used by the Company for future communication.
5. The Company is pleased to provide remote e-voting facility (e-voting) to its members for voting on the resolutions placed before the members at this AGM. The members desirous of availing this e-voting facility are requested to read the instructions in relation to e-voting given after this section and comply with the instructions to cast their vote electronically. Members who are not able to avail the remote e-voting facility may cast their votes through postal ballot, being dispatched along with this notice of the AGM. Members are requested to read the instructions in the postal ballot form for casting the vote through postal ballot. The members who have not casted their vote through e-voting or through postal ballot can physically cast their vote through poll at the Annual General Meeting.
6. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
7. The Chairman of the Annual General Meeting shall at the end of discussion on all the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Physical Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility or postal ballot.
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.mphasis.com (<http://www.mphasis.com/CorporateGovernance.html>) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed. In addition, the results shall also be displayed on the Notice Board of the Company at the registered office and the corporate office at "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560 093, India.
10. Members / Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith, duly filled, to the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 27 August 2015, to Wednesday, 9 September 2015 (both days inclusive).
12. The dividend on equity shares as recommended by the Board of Directors for the year ended 31 March 2015, if approved at the Annual General Meeting, will be payable:
 - a. to those members holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Wednesday, 26 August 2015, after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar & Share Transfer Agent on or before Wednesday, 26 August 2015; and

Annexure to Notice

- b. in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSIL) for this purpose at the close of business hours on Wednesday, 26 August 2015.
13. The unclaimed and unpaid final dividend for the year 2007-08, is due to be transferred to the Investor Education & Protection Fund in September 2015. Shareholders who are yet to claim the said dividend, are requested to submit their claims to the Registrar & Share Transfer Agent, viz., Integrated Enterprises (India) Limited.
14. The Company has filed Form 5INV together with the details of the unclaimed dividend shareholders as prescribed. The same has also been uploaded on the website of the Company, www.mphasis.com.
15. The question and answer session in relation to the Financial Accounts of the Company will be taken when the resolution in relation to Item No. 1 of the notice is in motion. The members will have an opportunity to raise their queries and/or provide their suggestions to the Board which will be responded to appropriately by the Chairman of the meeting.
16. Shareholders intending to require information about the Financial Accounts, to be explained at the meeting, are requested to inform the Company atleast a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
17. The following are the details of the transaction in the unclaimed suspense account which is used by the Company, for crediting the Unclaimed Shares, as per the provisions of listing agreement:

Unclaimed shares outstanding as at 1 April 2014	Unclaimed shares debited from the account during the period	Closing balance of shares as at 31 March 2015
18,150	Nil	18,150

18. The identity/signature of the members holding shares in demat form is liable for verification with specimen signatures as may be furnished by NSDL / CDSIL, to the Company. Such members are advised to bring the relevant Identity Card issued by the Depository Participant.
19. Members are requested to notify any change in their address to the Company / Depository Participant as the case may be.
20. The shareholders are requested to communicate all their correspondence to:

Executive Vice President, Company Secretary, General Counsel & Ethics Officer, Mphasis Limited, Bagmane World Technology Center, Marathalli Outer Ring Road, Doddankundi Village, Mahadevapura, Bengaluru - 560 048. e-mail: sivaram.nair@mphasis.com
 Ph: +91 (080) 67505000 Fax: +91 (080) 66959943.

OR

Integrated Enterprises (India) Limited, Unit: Mphasis Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003. e-mail: giri@integratedindia.com Ph: +91 (080) 23460815 – 818. Fax: +91 (080) 23460819.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members electronic voting (e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Fourth Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through a physical ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting or by postal ballot, shall only, be able to exercise their right to vote at the meeting through physical ballot paper.
3. The members who have cast their vote by remote e-voting or postal ballot may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

Annexure to Notice

4. The remote e-voting period commences on Saturday, 5 September, 2015 at 9:00 AM and ends on Tuesday, 8 September 2015 at 5:00 PM. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 3 September 2015, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL after 5:00 PM on 8 September 2015. Vote casted once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to Mr. A Sivaram Nair, EVP, and Company Secretary, General Counsel and Ethics officer at the registered office of the Company or may be e-mailed to sivaram.nair@mphasis.com.
6. The process and manner for remote e-voting are as under:
 - a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open e-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as the password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Mphasis Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Mr. S P Nagarajan through e-mail to cs@nagarajsp818.com with a copy marked to evoting@nsdl.co.in
 - b. In case a member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below in the Postal Ballot Form:

EVEN (Remote e-voting)	Event Number	USER ID	PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
7. In case of any queries, you may refer the "Frequently Asked Questions (FAQs) for Members" and "Remote e-voting user manual for Members" available at the downloads section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.
8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares held in the Company as on the cut-off date, i.e. Thursday, 3 September 2015.
11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 3 September 2015, such member may obtain the login ID and password by sending a request at evoting@nsdl.co.in or giri@integratedindia.com (RTA).

Annexure to Notice

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free No.: 1800-222-990.

12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cutoff date should treat this Notice for information purposes only.
13. Mr. S P Nagarajan (PCS No.4738) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

VOTING THROUGH POSTAL BALLOT

1. In compliance with provisions of Clause 35B of the Listing Agreement and in compliance with Companies (Management and Administration) Rules, 2014, the Company is also providing members who do not have access to remote e-voting facility, the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Fourth Annual General Meeting by Postal Ballot.
2. The Postal Ballot Form with instructions and the self-addressed business reply envelope will be dispatched to those shareholders who have not registered their email IDs with the Depositories/Company alongwith this notice of the AGM.
3. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots if sent by Courier or by Registered Post at the expense of the registered shareholder will also be accepted.
4. The self-addressed envelope bears the address of the Scrutinizer, Mr. S P Nagarajan, Practicing Company Secretary (PCS No.4738) appointed by the Board of Directors of the Company at the meeting held on 29 July 2015.
5. The Postal Ballot Form should be completed and signed by the shareholder as per the Specimen signature registered with the Company. In case of joint holdings, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
6. Postal Ballot Forms signed in the representative capacity of a body corporate, trusts, societies etc. must be accompanied by a certified true copy of the relevant authorization to vote on the Postal Ballot Form and Specimen Signature of the Authorized Signatory.
7. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (5:00 pm) on Tuesday, 8 September 2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the shareholder has not been received.**
8. **The right of voting by Postal Ballot shall not be exercised by a Proxy.**
9. Unsigned/Incorrect Postal Ballot Form will be rejected.
10. The postal ballots received from the shareholder shall be considered for vote only if such person is a member of the Company as on Thursday, 3 September 2015, being the cut off date fixed under the e-voting process.
11. Members can request for a duplicate copy of the Ballot Form, in case the original has been misplaced, lost or worn out etc., by sending an e-mail to cs@nagarajsp818.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than Tuesday, 8 September 2015 (5.00 p.m. IST).
12. The vote must be cast by recording the assent in the column "For" or dissent in the column "Against" by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered as valid. Postal Ballot Forms bearing tick (✓) mark in both the columns will render the form invalid.
13. Shareholders are requested not to send any other paper alongwith the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 6:

Ms. Mary Teresa Hassett was appointed as an additional director on the Board of the Company on 30 September 2014. In terms of Section 161 of the Companies Act, 2013, the additional director holds office till the ensuing Annual General Meeting. The Company has received a notice from a member under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing the candidature of Ms. Mary Teresa Hassett to the office of directorship. Necessary resolution seeking approval of the members for her appointment is placed by means of an Ordinary Resolution. The profile of the director is hosted on the Company's website www.mphasis.com and is also contained in the Annual Report 2015.

The Nomination and Remuneration Committee and the Board of Directors recommend passing of the said resolution.

Interest of Directors and key managerial personnel:

The additional director referred above may be deemed to be interested in the above resolution to the extent of her appointment. None of the other directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

Item Nos. 7 to 9:

The Companies Act, 2013 and the rules made thereunder ("the Act"), which became effective from 1 April 2014, have brought various changes in the laws relating to Independent Directors ("IDs") in relation to their appointment, tenure, role, responsibilities etc. In terms of provisions of Section 149(10) of the Act, an ID shall hold office for a term upto five (5) consecutive years and as per Schedule IV of the Act, the appointment of IDs shall be approved at the meeting of shareholders. As per the provisions of Section 149(13), IDs shall not be liable to retire by rotation.

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 of 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 Agreements entered into the Stock Exchanges, the Board of Directors at its meeting held on 30 July 2014, subject to approval of the shareholders, appointed Dr. Friedrich Froeschl (DIN: 2601362), Mr. Davinder Singh Brar (DIN: 68502) as Independent Directors effective 1 October 2014, and Mr. Narayanan Kumar (DIN: 7848) as Independent Director effective 1 April 2014. The Independent Directors shall hold office for a term of 5 (Five) consecutive years from the effective date of appointment and shall not be liable to retire by rotation.

The Company has received notice in writing under the provisions of Section 160 of the Act from members along with deposit of requisite amount proposing the candidature of the above directors to be appointed as Independent Directors under the provisions of Section 149 of the Companies Act, 2013.

All of above IDs are eminent personalities in their respective fields. Considering the vast experience and knowledge of IDs, the Board considers that their continued association would be of immense benefit to the Company. The Board, therefore, recommends the resolutions as set out in Item Nos. 7 to 9 of the Notice for approval of members as ordinary resolutions. Particulars of the qualifications, area of expertise and other details of the said Directors required under clause 49 of the Listing Agreement are provided in the Notice and the profile of such directors are detailed in the Annual Report and also hosted on the website of the Company at www.mphasis.com. The details of remuneration paid to each of the aforesaid Independent Directors are given in the Corporate Governance Report forming part of the Annual Report 2015.

Annexure to Notice

The IDs are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as directors. The Company has also received declaration from existing ID's that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013. In the opinion of the Board, all existing ID's fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors.

Copies of the letters for appointment of Independent Directors setting out the terms and conditions are available for inspection by the members at the registered office of the Company and also at the Corporate Office of the Company at "Bagmane Laurel" Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560 093 on all working days (except Saturday and Sunday) during business hours till the date of this Annual General Meeting and are also hosted on the website of the Company at www.mphasis.com. The letters will also be open for inspection to the members during the Annual General Meeting.

Interest of Directors and key managerial personnel:

The Independent Directors, Dr. Friedrich Froeschl, Mr. Davinder Singh Brar and Mr. Narayanan Kumar may be deemed to be interested in the above resolutions to the extent of their appointment. None of the other directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

Item Nos. 10 to 12:

Restricted Stock Units (RSUs) are considered as an effective tool to attract and retain the best talent in the Industry. RSUs inter alia serves to motivate, reward and retain employees, attract specialists / senior professionals, recognize and reward exceptional performance and facilitate continued building of co-created organization. Accordingly, it is proposed to institute a new restricted stock unit plan for the senior executives.

The information as required under Clause 6.2 of the SEBI (Share Based Employee Benefits) Regulation, 2014, setting out the salient features of RSU 2015 and further explaining proposal is given below:

i. Brief Description of the scheme:

The Board of Directors in its meeting held on 29 July 2015, with the view of achieving management participation in the growth of the Company and to encourage value creation and value sharing with the senior executive employees, proposed to institute Mphasis Restricted Stock Units Plan-2015 (RSU 2015) and make grant of stock units thereunder. The units would be granted at the face value of ₹10/- per share. The equity shares arising out of the exercise of stock units are proposed to be acquired from the market through Mphasis Employees Benefit Trust. The RSU 2015 will conform to applicable SEBI Regulations and applicable provisions of the Companies Act, 2013.

ii. Total Number of stock units to be granted:

The aggregate stock units proposed to be granted under RSU 2015, from time to time, shall not exceed 2,500,000 equity shares of ₹ 10 each (or such other adjusted figure for any re-organization of capital structure).

iii. Identification of classes of employees entitled to participate in RSU 2015:

The Plan shall extend to all Senior Executive employees being the permanent employees on the rolls of the Company and its subsidiaries and its directors, as may be determined by the ESOP Compensation Committee (CC). The term Senior Executive means an employee who is:- (a) CEO; (b) comprises the leadership team of Mphasis reporting to CEO; (c) reporting to the leadership team; (d) Reporting to such direct reportees to the leadership team; and (e) Identified as Senior Executive Employees by the Board/Committee. The Plan shall not extend to any Promoter or those belonging to the Promoters Group or to any Director, who either by himself or through his relative(s) or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares. The Plan shall also not extend to the Independent Directors of Mphasis Limited or its Subsidiaries.

Annexure to Notice

iv. Requirements of vesting, period of vesting and the maximum period within which the units shall be vested:

The continuation of an employee in the services of the Company shall be the primary requirement of the vesting. The minimum vesting period would be one year from the date of grant and the maximum vesting period shall be 36 months from the date of grant. Out of the RSUs vesting during any period, certain percentage of RSUs, to be determined by the Board/Committee thereof, in a tranches will be vested based on the performance criteria stipulated in the scheme to be framed in this behalf and approved by the Board/Committee.

v. Exercise price or pricing formula:

The Exercise Price per unit shall be the nominal value of the share i.e. ₹ 10 per unit.

As per Clause 17 of the SEBI (Share Based Employee Benefits) Regulation, 2014, the companies granting option to its employees pursuant to ESOS/RSU will have the freedom to determine the exercise price, subject to conforming to the accounting policies specified in Clause 15 of the aforesaid Regulations.

vi. Exercise period and process for exercise:

The units granted under RSU 2015 shall be exercisable within a period of 3 years from the date of vesting and shall be exercisable under such conditions as may be determined by the Compensation Committee from time to time.

On the expiry of the vesting period and fulfillment of vesting conditions, the RSU Grantee has the right to exercise the units either in full or in tranches at any time during the exercise period. The RSU Grantees may exercise units by addressing a communication to the CC as per the Form that may be prescribed by the CC from time to time.

The RSU Grantee, shall, at the time of exercise (a) mention the number of units that he/she is willing to exercise under the RSU-2015; (b) state his Demat Account details specifying Depository Participant (D.P.) ID No. and Client ID No. to which the equity shares shall be transferred; (c) tender an amount equal to the aggregate exercise price payable in respect of the units exercised; and (d) tender the amount of tax as may be applicable.

vii. The appraisal process for determining the eligibility of employees to the RSU 2015:

The stock units to be granted to Employees would be based on the appraisal procedure which shall be determined by Board/Committee on the basis of work performance, period of service, technical knowledge, managerial level, future potential etc. The Board/Committee may decide to extend the benefits of the Plan to new entrants or to existing employees on such basis as it may deem fit.

viii. Maximum number of units to be issued per employee and in aggregate and the maximum quantum of benefits to be provided per employee under the Plan:

The number of stock units that may be granted to any specific employee under the Scheme shall not exceed 1% of the issued and paid-up capital (excluding outstanding warrants and conversions) of the Company in any financial year. The total number of units to be granted shall not exceed 2,500,000 units (as adjusted for any changes in capital structure). The maximum benefits to be provided per employee shall be the same as the maximum stock units per employee provided hereinabove.

ix. Mode of Implementation of Scheme:

As the RSU 2015 involves acquisition of shares from secondary market, the RSU 2015 Plan shall be administered by Mphasis Employees Benefit Trust, an irrevocable registered Trust established inter-alia with the object of acquisition of shares from the market and holding such shares for the benefit of employees and to facilitate the employees of the Company to exercise the restricted stock units granted by the Company from time to time.

x. Acquisition of shares from the Market:

The RSU 2015 Plan primarily involves acquisition of shares by the Mphasis Employees Benefit Trust from the secondary market. However, in case the shares acquired from the secondary market are not eligible/are not sufficient to cover the number of shares to be issued upon exercise of units by the RSU grantees, the CC shall approve allotment of further shares to such option grantees.

Annexure to Notice

xi. The amount of loan to be provided for implementation of the scheme(s) by company to the trust, its tenure, its utilization, repayment terms, etc. :

The Company shall provision money, from time to time, to Mphasis Employees Benefit Trust which shall be utilized for the sole purpose of purchase of equity shares of the Company from the secondary market through stock exchange mechanism for RSU 2015. Such amount provisioned to the Trust, shall not exceed the statutory limit of 5% of the aggregate of paid up share capital and free reserves of the Company. The amount provisioned to the Trust for acquisition of shares shall be based on grants made under the RSU 2015 from time to time. The shares so acquired shall be held by the Trustees of the Mphasis Employees Benefit Trust for the benefit of RSU 2015 holders and shall be used for issuing shares upon exercise of units by the RSU 2015 holders.

The loan, if any, made to the Trust for cashless exercise of options, shall be repaid by the Trust based on the cash flows of the trust and the terms and conditions of the RSU 2015.

The following are the disclosures required under Rule 16 of Companies (Share Capital and Debentures) Rules 2014:

(a) The class of employees for whose benefit the scheme is being Implemented and the money is being provided for Purchase of shares:

The Plan shall extend to all Senior Executive employees being the permanent employees on the rolls of the Company and its subsidiaries and its directors, as may be determined by the CC. The employees proposed to be covered under RSU 2015 is more fully detailed in point (iii) above.

(b) The particulars of the Trust in whose favor such shares are to be registered, Particulars of Trust, Name, Address, Occupation and Nationality of the trustees and their relationship with the Promoters, Directors or Key Managerial Personnel:

The shares are to be registered in the names of the trustees of Mphasis Employees Benefit Trust situated at Bagmane World Technology Center, Marathalli Outer Ring Road, Doddankundi, Mahadevapura, Bengaluru 560 048, India. All the Trustees of the trust are employees of the Company and have Indian nationality. The Trustees are not related to the any of the Promoters, Directors or Key Managerial Personnel of the Company.

The following are the particulars of the Trustees of Mphasis Employees Benefit Trust:

Name	Address
Mr. Elango R	Bagmane World Technology Center
Mr. Ganesh V	Marathalli Outer Ring Road
Mr. Pradeep Kakaraddi	Doddankundi Village, Mahadevapura, Bengaluru – 560 048, India.

(c) Interest of Key Managerial Personnel, Directors and Promoters in the Plan or the Trust and effect thereof:

The Key Managerial Personnel (including the Whole Time Director) are interested in the RSU 2015 to the extent of grants to be made under RSU 2015. The Non-Executive Directors and Promoters do not have any interest in the RSU 2015 Plan or Mphasis Employees Benefit Trust.

(d) The detailed particulars of the benefits which will accrue to the employees from the implementation of the Plan:

Upon exercise of units under RSU 2015, the RSU holders will be entitled to be issued equity shares of the Company at the pre-determined exercise price as per the terms of the RSU 2015 Plan to be formulated.

(e) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

In line with the requirements of the SEBI (Share Based Employee Benefits) Regulations, 2014, neither the ESOP Trust nor any of its Trustees will exercise voting rights in respect of the equity shares of the Company held by the Mphasis Employees Benefit Trust.

Annexure to Notice

xii. Maximum percentage of secondary market acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the scheme.:

The maximum percentage of secondary market acquisition to be made by the Trust under all schemes of the Company managed through the Trusts, shall not exceed 5% of the paid-up share capital of the Company as at 31 March 2015 (adjusted for any further allotment of shares and Corporate actions subsequent to this date) and the number of shares to be acquired from the market in a financial year shall not exceed 2% of the paid up share capital of the previous financial year relevant to the year in which such acquisition is made by the Trust.

xiii. Accounting Policies:

It is hereby confirmed that the Company shall comply with the accounting policies specified in Clause 15 of the SEBI regulations, in respect of the shares issued under RSU 2015.

xiv. Method of Valuation:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the units granted. In case the Company follows the intrinsic value method for computing the compensation cost using the intrinsic value of stock option, the difference between the employee compensation cost so computed and employee compensation cost that shall have been recognized, if the Company had used fair value of the units shall be disclosed in the Board's Report and also the impact of the difference on the profits and the earnings per share of the Company shall also be disclosed by the Company in the Board's Report.

As per the SEBI Regulations, separate special resolutions are required to be passed by the members if:

1. The benefits of RSU 2015 as set out in the resolution No. 10 of this Notice are extended to the employees of the subsidiary companies.
2. The plan involves acquisition of shares from secondary market through the Trust.

Accordingly, separate special resolutions seeking the approval of the members for extending the benefits of RSU 2015 to the employees of subsidiary companies and for acquisition of shares from secondary Market by the Mphasis Employees Benefit Trust for implementation of RSU 2015, are also placed before the members.

The Board of Directors recommends the resolutions set out in Item Nos. 10 to 12 of the Notice for the approval of the members by means of special resolutions.

Interest of Director & Key Managerial Personnel

Mr. Balu Ganesh Ayyar, Chief Executive Officer, Mr. V Suryanarayanan, EVP & Chief Financial Officer and Mr. A Sivaram Nair, EVP, Company Secretary, General Counsel and Ethics Officer, may be deemed to be interested in the resolutions by virtue of being an employee of the Company. None of the other directors of the Company are interested in the resolutions.

Item No. 13:

Hewlett Packard Company ("HP"), is the ultimate holding company of Mphasis Limited (the "Company") and a Related Party as per the law. As per Clause 49 of the Listing Agreement, the contracts/arrangements/transactions relating to transfer, providing, exchange or receipt of all or any of, goods, resources, obligations or services (hereinafter referred to as "the transactions") between the Company and Hewlett Packard Company, Palo Alto, USA (HP) and its subsidiaries, group companies and associates (hereinafter referred to as "the HP Companies") are material in nature as the transactions exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company as at 31 March 2015. Therefore approval of the non-promoter shareholders is required by means of a Special Resolution. The said transactions are also material related party transaction as per the Mphasis policy on Related Party Transactions, which is uploaded on the website of the Company at www.mphasis.com.

Annexure to Notice

The particulars of contract/ arrangements/transactions with HP Group of Companies are as under:

1. **Name of Related Party:**
 - a. Hewlett Packard Company, Palo Alto, USA, and its subsidiaries and group companies, whether existing or hereinafter formed.
 - b. HP Services (Singapore) Pte. Limited, Singapore.
2. **Name of the Director and Key Managerial Personnel who is related, if any:** Mr. James Mark Merritt, Mr. Stefan Antonio Lutz, Mr. Lakshmikanth K Ananth, Mr. Shankar Maitra and Ms. Mary Teresa Hassett, being directors nominated by HP may be deemed to be interested in the resolution.
3. **Nature of relationship:** HP is the ultimate holding company of the Company. Companies held between HP and Mphasis are the intermediate parent companies. All other HP Companies are associates of the Company.
4. **Nature, material terms, monetary value and particulars of the contract or arrangement:**
 - (a) *Nature of Services:* Contracts/arrangements/ transactions relating to transfer, providing, exchange or receipt of all or any of, goods, resources, obligations or services in relation to Information Technology and/or Information Technology related services in the ordinary course of business and at arm's length basis and purchase and sale of fixed assets.
 - (b) *Particulars of the Contract:* The Company has entered into Standard Services Agreement which entails HP Companies to purchase services from the Company and its subsidiaries in accordance with the terms thereof. The Company has also entered into a Master Professional Services Agreement with HP Services (Singapore) Pte. Limited (HP Singapore) for availing services from HP Singapore.
 - (c) *Material Terms:*
 - a. *Tenure:* The Standard Services Agreement entered between the Company and HP, for provision of services to HP and its affiliates for itself or its Customers, expires on 28 February 2016 and HP shall have option of renewing this agreement further. The Master Professional Services Agreement entered into with HP Singapore, for provision of services to Mphasis Limited, expires on 29 February 2016 and HP Singapore shall have an option of renewing this in future.
 - b. *Monetary Value:* the monetary value of the services is determined when the Statement of Work (SOWs) are negotiated and finalized and varies from transaction to transaction. The value of the transactions with HP and HP Singapore is disclosed under the Related Party schedule to the Financial Statements of the Company annually. The following are the details of the revenues from HP Channel and costs incurred with HP Singapore for the last three years:

(₹ Million)

Particulars	Year Ended 31 October 2013	5 months Financial Year Ended 31 March 2014	Year Ended 31 March 2015 (Refer Note)
Revenues from services provided to HP Group	26,052	9,698	19,904
% of Total Revenue	45%	37%	33%
Costs for services obtained from HP Group			
Software Development Charges	6.89	4.06	9.76
Software Support and AMC	776.75	246.03	228.04
Other Expenses	0.05	0.03	0.35
Total	850.10	263.98	238.15
% to Total Costs	7%	5%	2%

Note: HP Costs exclude reversal of accruals no longer required.

Annexure to Notice

The details of the material transactions with the related parties are also disclosed to the stock exchanges on a quarterly basis after announcement of the financial results. The above said agreements are available for inspection of the members during all working days at the registered office of the Company till the date of the Annual General Meeting and also at the corporate office of the company at "Bagmane Laurel", Bagmane Technology Park, Byrasandra village, C V Raman Nagar, Bengaluru-560 093, India. The copy of the agreement with HP and HP Singapore shall be placed before the members at the Annual General Meeting.

Interest of Directors and Key Managerial Personnel:

Mr. James Mark Merritt, Mr. Stefan Antonio Lutz, Mr. Lakshmikanth K Ananth, Mr. Shankar Maitra and Ms. Mary Teresa Hassett being Directors nominated by HP, and their relatives, may be deemed to be interested in the resolution. None of the other directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

By order of the Board
For **Mphasis Limited**

A SIVARAM NAIR

Executive Vice President, Company Secretary,
General Counsel & Ethics Officer

Place : Bengaluru, India

Date : 29 July 2015

Registered Office:

Bagmane World Technology Center,
Marathalli Outer Ring Road, Doddanakhundi Village,

Mahadevapura, Bengaluru 560 048

CIN : L30007KA1992PLC025294

Telephone : 91 80 6695 5000

Fax : 91 80 6695 9943

Website : www.mphasis.com

e-mail : investor.relations@mphasis.com



Mphasis Limited

Regd. Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048
CIN:L30007KA1992PLC025294; e-mail:investor.relations@mphasis.com; Website:www.mphasis.com;
Telephone:+91-080-66955000; Fax:+91-080-66959943

Twenty Fourth Annual General Meeting ATTENDANCE SLIP

Folio No. _____ DP ID : _____ Client ID : _____

Name and Address of the shareholder

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company held at 10:00 am on Wednesday, 9 September, 2015 at The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru - 560 025.

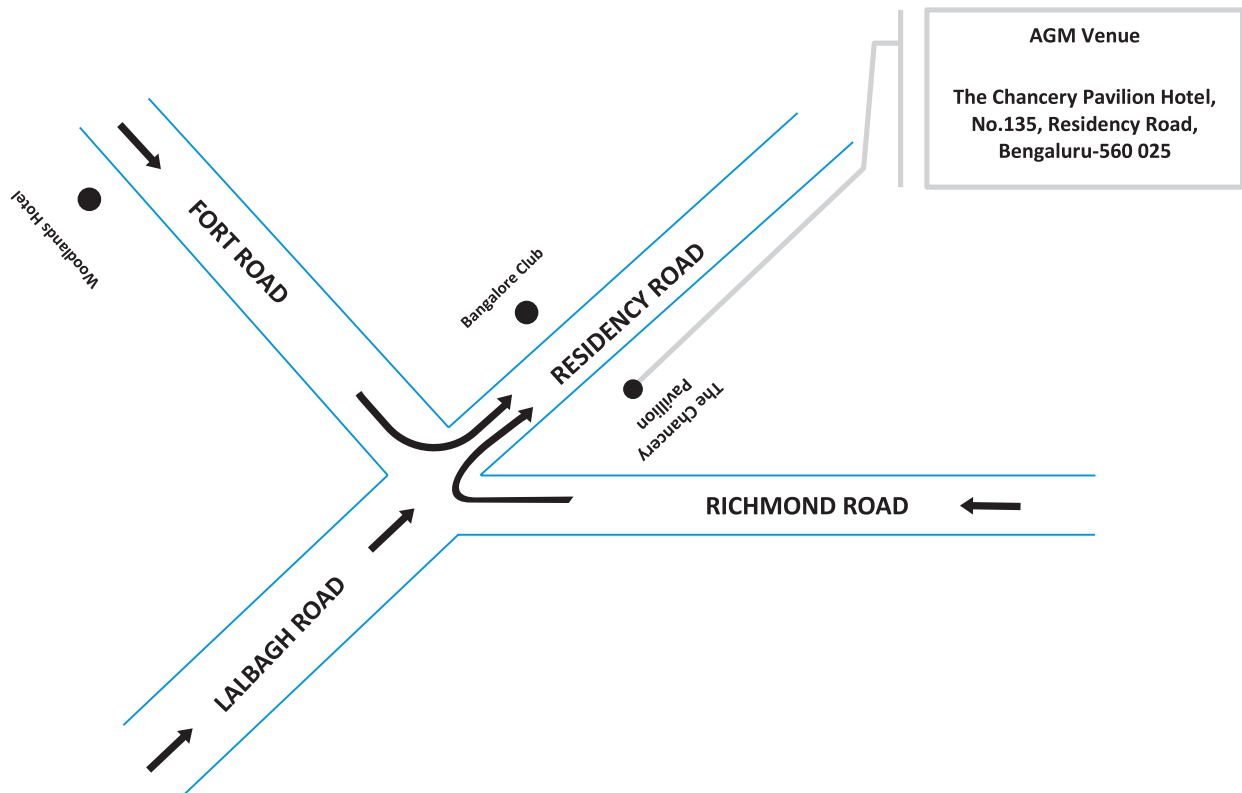
Name of the Shareholder (In Block Letters): _____

Signature of the Shareholder or Proxy: _____

Notes:

1. Please complete this attendance slip and hand it over at the entrance of the hall.
2. The registration counter will open at 8:30 am on the day of the Annual General Meeting.

Route Map for the 24th Annual General Meeting Venue



Map not to Scale

INTENTIONALLY LEFT BLANK



Mphasis Limited

Regd. Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048.

CIN:L30007KA1992PLC025294; e-mail:investor.relations@mphasis.com; Website:www.mphasis.com;

Telephone:+91-080-66955000; Fax:+91-080-66959943

TWENTY FOURTH ANNUAL GENERAL MEETING PROXY FORM

Folio No.: _____ DP ID: _____ Client ID: _____ E-mail id: _____

Name of the member(s) : _____

Registered Address : _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Mr./Ms./Miss _____ address _____
e-mail id: _____ Signature*, or failing him/her _____
2. Mr./Ms./Miss _____ address _____
e-mail id: _____ Signature*, or failing him/her _____
3. Mr./Ms./Miss _____ address _____
e-mail id: _____ Signature* _____

* signature to be provided in the specimen signature column provided below.

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company to be held on Wednesday, the 9th day of September 2015 at 10.00 am at The Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru - 560 025, India and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Description	Tick the relevant item for which the Proxy is appointed
1	Adoption of Financial Statements	
2	Approval of dividend on equity shares	
3	Re-appointment of Mr. Shankar Maitra, who retires by rotation	
4	Re-appointment of Mr. Stefan Antonio Lutz, who retires by rotation	
5	Re-appointment of S R Batliboi & Associates LLP, Chartered Accountants, as Auditors and fixing their remuneration	
6	Appointment of Ms. Mary Teresa Hassett as a Director	
7	Appointment of Dr. Friedrich Froeschl as an Independent Director	
8	Appointment of Mr. Davinder Singh Brar as an Independent Director	
9	Appointment of Mr. Narayanan Kumar as an Independent Director	
10	Formulation of Mphasis Restricted Stock Units Plan 2015 (RSU 2015)	
11	Extending the RSU 2015 to the Senior Executives of the subsidiaries	
12	Purchase of equity shares of the Company by Mphasis Employee Benefit Trust for RSU 2015	
13	Material Related Party Transactions with HP, its subsidiaries and associates	

Signed this _____ day of _____ 2015.

Affix
Re. 1/-
Revenue
Stamp

Signature of the Shareholder

Specimen Signature of the proxy

Specimen Signature of the proxy

Specimen Signature of the proxy

Notes:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY(IES) NEED NOT BE A MEMBER. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING I.E. ON OR BEFORE 10:00 AM ON SUNDAY, 6 SEPTEMBER 2015.
- b. Please note that a proxy cannot represent more than 50 members and more than 10% of the voting rights of the Company.

INTENTIONALLY LEFT BLANK