



Mphasis Limited

Registered Office:

Bagmane Technology Park
Byratisandra, C.V. Raman Nagar
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20 February 2012

Manager Listing

The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G
Bandra-Kurla Complex
Bandra (East)
MUMBAI 400 051

Dear Sir,

COPY OF PROCEEDINGS OF THE POSTAL BALLOT RESULTS DATED 20 JANUARY 2012

Please find enclosed the copy of the proceedings of the announcement of the results of the postal ballot dated 20 January 2012.

This is for your information and records.

Thanking you,

Yours faithfully,
For Mphasis Limited

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

Encl.: A/A



an HP company

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT DATED 20 JANUARY 2012 AT THE REGISTERED OFFICE OF THE COMPANY, BAGMANE TECHNOLOGY PARK, C V RAMAN NAGAR, BYRASANDRA, BANGALORE - 560 093

Pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the following were approved by the Board of Directors in its meeting held on 30 November 2011 to be passed by Postal Ballot:

Resolution No.	Purpose	Type of Resolution
01	Formulation of Mphasis Employees Stock Option Plan-2012	Special
02	Grant of Stock Options under the new plan "Employees Stock Option Plan- 2012" to eligible employees of the subsidiary companies	Special

The Board of Directors at the aforesaid meeting had appointed Mr. K Rajshekar, Practicing Company Secretary, as scrutinizer to receive and scrutinize the completed ballot forms received from the members and for conducting the Postal Ballot process in a fair and transparent manner. Further to the above, 38,128 Postal Ballot Forms and the self addressed business reply envelopes were dispatched to the Members on 17 December 2011 whose names appeared on the register of members/list of beneficiaries as on 9 December 2011 and advertisement to this effect was published in the newspapers on 17 December 2011. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before the close of working hours (5:30 pm) on Tuesday, 17 January 2012.

After due scrutiny of all the postal ballot forms received up to the close of working hours on 17 January 2012 (being the last date fixed for return of the duly filled in Postal Ballot forms for the Members), Mr. K Rajshekar, the scrutinizer appointed by the Board submitted the following report addressed to the Chairman of the Company:

Total No. of Shareholders	Total No. of Shares (of Rs. 10/- each)	
38,128	210,036,495	
	No. of Ballots	No. of Shares
Postal Ballot Forms Received	734	159,017,560
Less: Postal Ballot Forms Rejected ¹	25	19,882
Valid Postal Ballot Forms	709	158,997,678

	Resolution 1			Resolution 2		
	No. of Ballots	No. of Votes**/ Shares	% of Votes	No. of Ballots	No. of Votes**/ Shares	% of Votes
Assent	607	158,975,282	99.99	585	158,974,536	99.99
Dissent	84	19,496	0.01	99	19,942	0.01
Neutral	18	2,900	0.00	25	3,200	0.00
TOTAL	709	158,997,678	100	709	158,997,678	100

¹ Postal Ballots have been rejected where there is signature mismatch or where the Ballot forms has not been signed

² *One Vote corresponds to one share

CHAIRMAN'S
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Breakup of Voting as per the requirement under Listing Agreement:

Resolution #1							
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter Group	127,106,266	127,106,266	100.00	127,106,266		100	
Public Institution Holders	30,237,883	30,237,883	100.00	30,237,883		100	
Public-Others	1,653,529	1,650,629	99.82	1,631,133	19,496	98.64	1.16
Total	158,997,678	158,994,778		158,975,282	19,496		
Resolution #2							
Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter Group	127,106,266	127,106,266	100	127,106,266		100	
Public Institution Holders	30,237,883	30,237,883	100	30,237,883		100	
Public-Others	1,653,529	1,650,329	99.81	1,630,387	19,942	99.01	0.80
Total	158,997,678	158,994,478		158,974,536	19,942		

Mr. A Sivaram Nair, SVP, Company Secretary, General Counsel & Ethics Officer of the Company, being the person authorized to declare the results of the Postal Ballot, reviewed the report of the scrutinizer and the following resolutions were declared to be passed as special resolutions with requisite majority by means of the postal ballot on 20 January 2012:

1. Formulation of Mphasis Employees Stock Option Plan - 2012 (ESOP 2012)

RESOLVED THAT subject to the provisions of Section 81(1A) of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Regulations / Guidelines, prescribed by SEBI or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, the approval of the Company be and is hereby accorded to grant Stock Options to apply for equity shares of the face value of Rs.10 each of the Company to or for the benefit of such person(s) who are in the permanent employment of the Company (including the Directors) or to any Trust, Society, or any entity or any combination thereof that may be existing or to be created for the benefit of such employees at any time under a Scheme titled "*Mphasis Employees Stock Option Plan - 2012*" (hereinafter referred to as "*ESOP 2012*") to be evolved in this regard, with the



underlying equity shares, whether created by allotment of further shares and/or acquired, purchased from market or subscribed, not exceeding 20,00,000 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 options and that the Board of Directors of the Company and/or Committee of the Board of Directors be and are hereby authorized to take such steps and actions and give necessary directions as it deems fit to give effect to the above resolution.

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee/Director under the ESOP 2012 shall not exceed 1% of the issued and paid-up capital of the Company in any financial year.

2. Grant of stock options under the new plan "Employees Stock Option Plan - 2012" to eligible employees of the subsidiary companies

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Regulations / Guidelines, prescribed by SEBI or any other relevant Authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, the approval of the shareholders be and is hereby accorded to the Board to extend the benefits of Mphasis Employees Stock Option Plan 2012 proposed in the resolution under Item No.1 of this notice to the eligible employees/directors 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 above 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 and settle any question that may arise in this regard.

By Order of the Board

A. Sivaram Nair

SVP, Company Secretary,
General Counsel & Ethics Officer

Place : Bangalore
Date : 10 February 2012