

Mphasis Limited

Registered Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village,
 Mahadevapura, Bangalore - 560 048, India
 Phone: +91 80 33525000 Fax: +91 80 6695 9943; website: www.mphasis.com

**Notice pursuant to Section 192A of the Companies Act, 1956,
 read with the Companies (passing of resolution by postal ballot) Rules, 2011**

To the members of Mphasis Limited,

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the following special business is proposed to be passed by Postal Ballot:

ORDINARY RESOLUTION

REVISION IN THE NON EXECUTIVE DIRECTORS' COMMISSION PAID TO THE INDEPENDENT DIRECTORS:

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

RESOLVED THAT pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and pursuant to the resolution passed by the shareholders in its meeting held on 1 February 2013 approving payment of commission to the Non Executive Directors under Section 309 of the Companies Act, 1956, payment of commission to Non Executive Independent Directors of the Company be and is hereby revised as follows effective 1 May 2013 and that the remuneration in form of commission be paid at such intervals, as decided from time to time, by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Proposed Max Remuneration (Rs. Lacs)
Fixed Remuneration - Indian Nationals	Flat Fee p.a.	28.00
Fixed Remuneration - Foreign Nationals	Flat Fee p.a.	44.00
Variable Remuneration determined based on the following:		
- Board Chairmanship	Flat Fee p.a.	10.00
- Board Meeting Attendance	Per Meeting	0.75
- General Body Meeting Attendance	Per Meeting	0.50
- Audit Chairmanship	Flat Fee p.a.	5.00
- Audit Membership	Per Meeting	0.40
- Compensation Committee Chairmanship	Flat Fee p.a.	1.00
- Compensation Committee Membership Attendance	Per Meeting	0.25
- Strategy Committee Chairmanship	Flat Fee p.a.	1.00
- Strategy Committee Membership Attendance	Per Meeting	0.25

Note: The portions of the remuneration denominated as 'Per Meeting' are applicable in respect of the meetings actually held and participated by the Independent Directors which is statutorily counted for quorum.

By order of the Board of Directors

**Place: Bangalore
 Date : 2 July 2013**

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



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Notes:

1. Explanatory Statement and reasons for the above proposed Special Business pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956, are annexed herewith.
2. The Board of Directors vide its resolution dated 29 May 2013 has appointed Mr. K Rajshekar, Practicing Company Secretary, as the Scrutinizer to receive and scrutinize the completed Ballot Papers received from the Members. The Postal Ballot Form and the self addressed Business Reply Envelope are enclosed for use of the Members.
3. The Scrutinizer will submit the final report to the Chairman after completion of the scrutiny and the results of postal ballot will be announced on or before **Friday, 9 August 2013** at the Registered Office of the Company at Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore - 560 048, India. The results of the Postal Ballot will also be published in the Newspaper within 48 hours of the declaration of the results and will be placed on the website of the Company at www.mphasis.com for information of members besides being communicated to the Stock Exchanges on which the shares are listed. The date of declaration of the postal ballot results will be taken to be the date of passing of the resolution.
4. In compliance with the provisions of Section 192A of the Companies Act, 1956, read with Rules made thereunder, the Company is pleased to offer e-voting facility to all the shareholders to enable them to cast their votes electronically instead of dispatching the physical postal ballot form. The Company has made necessary arrangements towards this with National Securities Depository Limited (NSDL). The shareholders are encouraged to opt for the e-voting facility. However, the shareholder if so desires, can also vote physically. **Please note that if the ballots are casted through both the modes, the same would be treated as invalid.**
5. The Notice is being sent by post to all the members whose names appear in the register of members as on Friday, 28 June 2013. However for people who have registered a valid e-mail ID, the notice is being served electronically. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on 28 June 2013.
6. Please follow the below instructions for voting electronically(e-voting):
 - 6.1 In the case of shareholders receiving an e-mail from NSDL:
 - i. Open the e-mail and the attached PDF file titled "MphasiSe-Voting.pdf" with your Client ID (if shares are held in the demat form) or Folio Number(if the shares are held in physical form) as the password. The pdf file contains the user ID and the password for e-voting. Please note that the password for e-voting is an initial one and has to be changed at the first login.
 - ii. Launch an internet browser and type the following URL : <https://www.evoting.nsdl.com/>
 - iii. Click on "Shareholder"-"Login"
 - iv. Type in your user ID and initial password for e-voting as noted in step (i) above.
 - v. Click login.
 - vi. When the password change menu appears, change the password to your choice with a minimum of 8 digits/characters or a combination thereof.



- vii. Note the new password. Do not share your password with any other person and keep it confidential.
 - viii. The home page of "e-Voting" should open thereafter. Click on "e-Voting"-Active Voting Cycles.
 - ix. Select "EVEN" of Mphasis Limited.
 - x. Now you are ready for "e-Voting as "Cast-Vote" page opens.
 - xi. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with an attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail to rajaarathi.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
- 6.2 In case of the shareholders who have not provided a valid e-mail ID, the initial password is provided at the bottom of the postal ballot form. Please follow all steps from paragraph 6.1 (ii) to (xi) above to cast your vote.
- 6.3 If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- 6.4 The e-voting period ends on the close of day of Wednesday, 7 August, 2013. The e-Voting module will be disabled for voting thereafter by NSDL.
- 6.5 In case you have any queries, you may refer to the Frequently Asked Questions (FAQs) and e-Voting user manual for shareholders available at www.evoting.nsdl.com.
7. Shareholders who have registered their e-mail ids for receipt of documents in electronic mode have been provided with a link to postal ballot notice by email from NSDL. Such shareholders are expected to vote through electronic mode. However, if they wish to vote through a physical ballot, they may download the ballot form from www.evoting.nsdl.com or seek a duplicate form from the Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003, fill in the details and send the same to the scrutinizer in the self addressed business reply envelope.
8. In case of voting by physical ballot form, you are requested to return the duly completed postal ballot form, with the assent (for) or dissent (against) in the attached pre-paid envelope so as to reach the Scrutinizer on or before 5:30 pm on Wednesday, 7 August 2013 for being considered as an eligible vote, failing which it will be strictly treated as if no reply has been received from the Member.
9. The self addressed business reply envelopes are to be strictly used only for the purpose of the proposed Postal Ballot and not otherwise.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) AND 192A(2) OF THE COMPANIES ACT, 1956, TO THE ACCOMPANYING POSTAL BALLOT NOTICE DATED 2 JULY 2013

The Shareholders at their Annual General Meeting held on 24 February 2011 approved the Non-Executive Directors' Commission to the Independent Directors. The following are the details of the existing and the proposed remuneration matrix :

(Rs. Lacs)

Particulars	Factor	Existing Remuneration	Proposed Max Remuneration
Fixed Remuneration - Indian Nationals	Flat Fee p.a.	28.00	28.00
Fixed Remuneration - Foreign Nationals	Flat Fee p.a.	28.00	44.00
Variable Remuneration determined based on the following:			
- Board Chairmanship	Flat Fee p.a.	7.00	10.00
- Board Meeting Attendance	Per Meeting	0.75	0.75
- AGM Attendance	Per Meeting	0.50	0.50
- Audit Chairmanship	Flat Fee p.a.	2.50	5.00
- Audit Membership	Per Meeting	0.25	0.40
- Compensation Committee Chairmanship	Flat Fee p.a.	0.75	1.00
- Compensation Committee Membership Attendance	Per Meeting	0.15	0.25
- Strategy Committee Chairmanship	Flat Fee p.a.	0.75	1.00
- Strategy Committee Membership Attendance	Per Meeting	0.15	0.25

It is now proposed to increase the Non-Executive Directors Commission payable to the Independent Directors as detailed above considering their increased responsibilities, participation and attention to the business. The proposed increase is within the overall limits of Non-Executive Directors Commission of 1% of the net profits as approved by the shareholders at the Annual General Meeting held on 1 February 2013.

In terms of the provisions of the Clause 49 of the Listing Agreement, prior approval of the members is required for payment of remuneration to the Independent Directors. Approval of the members is sought by means of postal ballot for increasing the Commission to the Non-Executive Independent Directors by means of an Ordinary Resolution.

The Board of Directors in its meeting held on 29 May 2013 had considered the increase in the remuneration and recommended the same for the approval of the shareholders.

Interest of Director

None of the Directors, except Dr. Friedrich Froeschl, Mr. Davinder Singh Brar and Mr. Narayanan Kumar are interested in the above resolution.

By order of the Board of Directors

Place: Bangalore
Date : 2 July 2013

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



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POSTAL BALLOT FORM

(Pursuant to Section 192A of the Companies Act, 1956)

Serial No _____ :

1 Name(s) of Shareholder(s) _____ :
(including joint holders, if any)
(in block letters)

2 Registered Address of the sole/first/named shareholder _____ :

3 Registered Folio No./DP ID No./Client ID No.* _____ :
(*Applicable to investors holding shares in dematerialized form)

4 Number of Shares Held _____ :

I/We do hereby exercise and cast my/our vote(s) in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated 2 July 2013 of the Company, by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Description	No. of shares	Assent (For)	Dissent (Against)
ORDINARY RESOLUTION for revision in the Non-Executive Directors' Commission paid to Independent Directors pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges.			

Place :

Date :

(Signature of the Member)

EVEN (E-VOTING EVENT NUMBER)	User ID	Password

NOTE : PLEASE READ THE INSTRUCTIONS CAREFULLY MENTIONED OVERLEAF BEFORE EXERCISING THE VOTE

INSTRUCTIONS

1. 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.
2. The self addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company vide resolution dated 29 May 2013.
3. 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 absence, by the next named shareholder.
4. 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.
5. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (5:30 pm) on Wednesday, 7 August 2013. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.**
6. The right of voting by Postal Ballot should not be exercised by a Proxy.
7. Unsigned/Incorrect Postal Ballot Form will be rejected.
8. Voting rights shall be reckoned on the paid up value of shares in the name of Members as on 28 June 2013 being the cut off date for dispatch of the notice to the shareholders.
9. The vote must be cast by recording the assent in the column "For" and 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.
10. Shareholders are requested not to send any other paper along with 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.
11. **E-VOTING :** The Company is pleased to provide e-Voting facility for all the shareholders of the Company to enable them to cast their votes electronically instead of through physical postal ballot. In case a member has voted through e-Voting facility, he should not send the physical postal ballot form. **In case a member votes through both the modes, both the ballots shall be treated as invalid.** Members are requested to refer to the notes of the Postal Ballot Notice for detailed instructions with respect to electronic voting.
12. The Scrutinizer will submit the final report to the Chairman after completion of the scrutiny and the results of postal ballot will be announced on or before Friday, 9 August 2013, at the Registered Office of the Company at Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore - 560 048, India. The result of the Postal Ballot will also be published in the Newspaper within 48 hours of the declaration of the result and will be placed on the website of the Company at www.mphasis.com for information of members besides being communicated to the Stock Exchanges on which the shares are listed. The date of declaration of the postal ballot results will be taken to be the date of passing of the resolution.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.