

Mphasis Limited

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

SL.NO.	PARTICULARS	DETAILS
1	Date of the AGM/EGM	9-Sep-2015
2	Total number of shareholders on record date (as at cut off date):	29,714
3	No. of Shareholders present in the meeting either in person or through proxy:	247
3A	Promoters and Promoter Group:	3
3B	Public	244
4	No. of Shareholders attended the meeting through Video Conferencing	
4A	Promoters and Promoter Group	NIL
4B	Public:	NIL
5	Details of the Agenda/Resolutions passed:	
5A	Resolutions (Ordinary/Special)	
1	Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2015, and the reports of the Directors' and Auditors' thereon.	Ordinary
2	Declaration of dividend on equity shares	Ordinary
3	Re-appointment of Mr. Shankar Maitra , who retired by rotation	Ordinary
4	Re-appointment of Mr. Stefan Antonio Lutz, who retired by rotation	Ordinary
5	Re-appointment of S R Batliboi & Associates LLP, Chartered Accountants, as Auditors and fixing their remuneration	Ordinary
6	Appointment of Ms. Mary Teresa Hassett as a Director	Ordinary
7	Appointment of Dr. Friedrich Froeschl as an Independent Director	Ordinary
8	Appointment of Mr. Davinder Singh Brar as an Independent Director	Ordinary
9	Appointment of Mr. Narayanan Kumar as an Independent Director	Ordinary
10	Formulation of Mphasis Restricted Stock Units Plan 2015 (RSU 2015)	Special
11	Extending the RSU 2015 to the Senior Executives of the Subsidiaries	Special
12	Purchase of equity shares of the Company by Mphasis Employees Benefit Trust for RSU 2015	Special
13	Material Related Party Transactions with HP, its subsidiaries and associates	Special
5B	Mode of voting	E-voting/ Postal ballot/ Physical ballot at AGM



Mode of voting : E Voting ; Postal Ballot ; Physical Ballot

	Resolution (Ordinary /special)	Promoter/Public	No of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	No. of Invalid Votes
Resolution No. 1										
Approval of Financial statements	ordinary	Promoter and Promoter Group Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54065109 3747484 184918859	100.00 81.71 22.21 88.00	127106266 54065109 3747352 184918727	0 0 25 25	100.00 100.00 99.99 99.99	0.00 0.00 0.01 0.01	0 0 107 107
Resolution 2										
Approval of Final Dividend	Ordinary	Promoter and Promoter Group Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3747099 184969041	100.00 81.79 22.21 88.02	127106266 54115676 3746982 184968924	0 0 10 10	100.00 100.00 99.99 99.99	0.00 0.00 0.01 0.01	0 0 107 107
Resolution 3										
Re-Appointment of Shankar Maitra	Ordinary	Promoter and Promoter Group Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3747126 184969068	100.00 81.79 22.21 88.02	127106266 53734607 3745778 184586651	0 381069 1241 382310	100.00 99.30 99.96 99.79	0.00 0.70 0.03 0.21	0 0 107 107
Resolution 4										
Re-Appointment of Mr. Stefan Antonio Lutz	Ordinary	Promoter and Promoter Group Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3746996 184968938	100.00 81.79 22.21 88.02	127106266 53912256 3745573 184764095	0 203420 1316 204736	100.00 99.62 99.96 99.89	0.00 0.38 0.04 0.11	0 0 107 107
Resolution 5										
Re-Appointment of M/s S R Batliboi & Associates LLP as Auditors	Ordinary	Promoter and Promoter Group Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 53183460 3747126 184036852	100.00 80.38 22.21 87.58	127106266 53002835 3746668 183855769	0 180625 351 180976	100.00 99.66 99.99 99.90	0.00 0.34 0.01 0.10	0 0 107 107
Resolution 6										
Appointment of Ms. Mary Teresa Hassett	Ordinary	Promoter and Promoter Group Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3747026 184968968	100.00 81.79 22.21 88.02	127106266 52993430 3745832 183845528	0 1122246 1087 1123333	100.00 97.93 99.97 99.39	0.00 2.07 0.03 0.61	0 0 107 107
Resolution 7										
Appointment of Friedrich Froeschl as an Independent Director	Ordinary	Promoter and Promoter Group Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3747126 184969068	100.00 81.79 22.21 88.02	127106266 54115676 3746328 184968270	0 0 691 691	100.00 100.00 99.98 99.99	0.00 0.00 0.02 0.01	0 0 107 107



Mode of voting : E Voting ; Postal Ballot : Physical Ballot

	Resolution (Ordinary /special)	Promoter/Public	No of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	No. of Invalid Votes
Resolution 8										
Appointment of Davinder Singh Brar as an Independent Director	Ordinary	Promoter and PromoterGroup Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3747096 184969038	100.00 81.79 22.21 88.02	127106266 53181833 3746078 184034177	0 933843 911 934754	100.00 98.27 99.97 99.49	0.00 1.73 0.02 0.51	0 0 107 107
Resolution 9										
Appointment of Mr. Narayanan Kumar as an Independent Director	Ordinary	Promoter and PromoterGroup Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3747089 184969031	100.00 81.79 22.21 88.02	127106266 53775076 3745691 184627033	0 340600 1291 341891	100.00 99.37 99.96 99.82	0.00 0.63 0.03 0.18	0 0 107 107
Resolution 10										
Approval of Mphasis Restricted Stock Units Plan 2015	Special	Promoter and PromoterGroup Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3746609 184968551	100.00 81.79 22.21 88.02	127106266 45079726 3745250 175931242	0 9035950 1252 9037202	100.00 83.30 99.96 95.11	0.00 16.70 0.03 4.89	0 0 107 107
Resolution 11										
Approval to extend the benefits of Mphasis Restricted Stock Units Plan 2015 to the eligible Senior Executives of the subsidiary companies,	Special	Promoter and PromoterGroup Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3746584 184968526	100.00 81.79 22.21 88.02	127106266 45079726 3744958 175930950	0 9035950 1519 9037469	100.00 83.30 99.96 95.11	0.00 16.70 0.04 4.89	0 0 107 107
Resolution 12										
Approval to implement the RSU 2015 through the Mphasis Employees Benefit Trust	Special	Promoter and PromoterGroup Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	127106266 54115676 3747100 184969042	100.00 81.79 22.21 88.02	127106266 45079726 3745115 175931107	0 9035950 1878 9037828	100.00 83.30 99.95 95.11	0.00 16.70 0.05 4.89	0 0 107 107
Resolution 13										
Approval for Material Related Party Transactions with HP, its subsidiaries and associates	Special	Promoter and PromoterGroup Public-Institutional holders Public-Others Total	127106266 66163918 16872279 210142463	0 54115476 3747101 57862577	0.00 81.79 22.21 27.53	0 53243636 3745288 56988924	0 871840 1706 873546	0.00 98.39 99.95 98.49	0.00 1.61 0.05 1.51	0 0 107 107

