

14 June 2016

The Listing Manager  
Bombay Stock Exchange Limited  
Floor 25, P J Towers, Dalal Street,  
Mumbai 400 0 01

Dear Sir/Madam,

**Sub: Minutes of announcement of the results of the Postal Ballot**

Please find enclosed the certified true copy of the minutes of the announcement of Results of the Postal Ballot (including e-voting) declared on 23 May 2016 in respect of an Ordinary Resolution, pursuant to Regulation 23 of the Listing Regulations, approved by the members for entering into an Amended and Re-stated Standard Services Agreement ("HPE Agreement") with Hewlett Packard Enterprise Co; Palo Alto, USA ("HPE") for availing and/or rendering services to HPE, its subsidiaries, group companies and associates.

We request you to kindly take the above on record as per the requirements of the Listing Regulations.

Thanking You,

Yours faithfully,  
**For Mphasis Limited**



**A Sivaram Nair**  
**EVP, Company Secretary**  
**General Council & Ethics Officer**

Encl: As above 



**MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT OF MPHASIS LIMITED ON MONDAY, 23 MAY 2016, AT THE REGISTERED OFFICE OF THE COMPANY, BAGMANE WORLD TECHNOLOGY CENTER, MARATHALLI OUTER RING ROAD, DODDANAKHUNDI VILLAGE, MAHADEVAPURA, BANGALORE – 560 048, INDIA.**

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, the following resolution was recommended by the Board of Directors, for approval of shareholders, in its meeting held on 15 April 2016 to be passed by Postal Ballot:

Subject of Resolution	Type of Resolution
Entering into an Amended and Re-stated Standard Services Agreement ("HPE Agreement") with Hewlett Packard Enterprise Co., Palo Alto, USA ("HPE"), for availing and/or rendering services to HPE, its subsidiaries, group companies, and associates.	Ordinary

The Board of Directors at the aforesaid meeting had appointed Mr. S P Nagarajan, Practicing Company Secretary, as scrutinizer to receive and scrutinize the completed ballot forms received from the members and for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner.

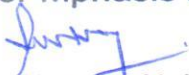
Further to the above, the Company through its Registrars & Share Transfer Agents, Integrated Enterprises (India) Limited, completed the dispatch of 28,511 (Twenty Eight Thousand Five Hundred and Eleven) Postal Ballot Forms, on Tuesday, 19 April, 2016, of which 8,700 (Eight Thousand Seven Hundred) were dispatched through Post along with Postage Prepaid Business Reply Envelope and 19,811 (Nineteen Thousand Eight Hundred and Eleven) Postal Ballot Forms were electronically dispatched to the Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on Friday, 15 April 2016. An Advertisement to this effect was published in the Newspapers on Wednesday, 20 April 2016. 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 (5:00 pm) on Saturday, 21 May 2016.

After due scrutiny of all the Postal Ballot Forms/e-voting received from the members up to the close of working hours (5:00 pm) on 21 May 2016 (being the last date fixed for return of the duly filled in Postal Ballot forms for the Members), Mr. S P Nagarajan, the Scrutinizer submitted a report addressed to the Chairman of the Board on 23 May 2016 containing the following details:

Description	No. of Ballot Forms	No. of Shares
Postal Ballot Forms Received through physical and e-voting	579	55,180,182
Less: Postal Ballot Forms Rejected <sup>1</sup>	24	4,080
<b>Valid Postal Ballot Forms</b>	<b>555</b>	<b>55,176,102</b>

<sup>1</sup> Postal Ballots have been rejected where there is signature mismatch or where the Ballot forms has not been signed or where the appropriate column is not ticked as per instruction

For Mphasis Limited

  
**A. Sivaram Nair**  
 Executive Vice President,  
 Company Secretary,  
 General Counsel & Ethics Officer

**CERTIFIED TRUE COPY**

CHAIRMAN'S  
INITIAL





	PHYSICAL VOTING			E-VOTING			TOTAL VOTING		
	No. of Voters	No. of Votes <sup>2</sup> / Shares	% of Votes	No. of Voters	No. of Votes <sup>2</sup> / Shares	% of Votes	No. of Voters	No. of Votes <sup>2</sup> / Shares	% of Votes
Assent	148	2,90,723	99.84	392	54,884,734	99.9997	540	55,175,457	99.9988
Dissent	7	456	0.16	8	189	0.0003	15	645	0.0012
<b>Total</b>	<b>155</b>	<b>2,91,179</b>	<b>100</b>	<b>400</b>	<b>54,884,923</b>	<b>100</b>	<b>555</b>	<b>55,176,102</b>	<b>100</b>
Reject	24	4,080	-	-	-	-	24	4080	-

The following was the Voting Results as per the format prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Category	Mode of voting	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 and promoter group	E-voting	127,106,266	-	-	-	-	-	-
	Poll	-	-	-	<i>Not Applicable</i>			
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	-	-	-	-	-	-	-
Public Institutions	E-voting	66,413,793	50,209,114	75.60	50,209,114	-	100	-
	Poll	-	-	-	<i>Not Applicable</i>			
	Postal Ballot	-	275,000	0.41	275,000	-	100	-
	<b>Total</b>	-	<b>50,484,114</b>	<b>76.01</b>	<b>5,048,114</b>	-	<b>100</b>	-
Public Non Institutions	E-voting	16,667,058	4,675,809	28.05	4,675,620	189	99.9960	0.0040
	Poll	-	-	-	<i>Not Applicable</i>			
	Postal Ballot	-	16,179	0.10	15,723	456	97.1815	2.8185
	<b>Total</b>	-	<b>4,691,988</b>	<b>28.15</b>	<b>4,691,343</b>	<b>645</b>	<b>99.9863</b>	<b>0.0137</b>
<b>Total</b>		<b>210,187,117</b>	<b>55,176,102</b>	<b>26.25</b>	<b>55,175,457</b>	<b>645</b>	<b>99.9988</b>	<b>0.0012</b>

Note:

The Promoters and other related parties did not vote on the resolution pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The % of votes polled on non-related party shareholding is 66.44%.

Mr. A Sivaram Nair, EVP, 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 related Voting Results. After the review, Mr. A Sivaram Nair declared the following resolution passed by the Members as an Ordinary Resolution with requisite majority, by means of the Postal Ballot, on 21 May 2016:

**RESOLVED THAT** in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Regulation") and applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, including any statutory modification(s) or re-enactment thereof and other applicable provisions of law, if any and such other consents and permissions, if any, as may be required in this regard, approval of the members be and is hereby accorded to the Company to enter into an *Amended and Re-stated Standard Services Agreement* ("HPE Agreement") with Hewlett Packard Enterprise Co., Palo Alto, USA ("HPE"), for availing and/or rendering services to HPE, its subsidiaries, group companies, and associates, on the following key terms and conditions:

<sup>2</sup> One Vote corresponds to one share

Nature of Transactions	Transactions/contract/arrangements relating to transfer, providing, exchange or receipt of all or any of, goods, resources, obligations for services in relation to Information Technology and/or Information Technology Related Services.
Name of the Related Party	HPE, its subsidiaries and associates.
Tenor	Initial term of 5 years, which shall automatically renew for 3 consecutive terms of 2 years.
Monetary Value	The monetary value of services is determined by the Rate Table, where applicable, and in other cases the value will be determined when the Statement of Works (SOWs) are negotiated and finalized pursuant to HPE Agreement.
Minimum Revenue Commitments by the Seller (USD Mln)	\$990 mn in 5 years.
Other terms	Mphasis shall participate in HPE's Preferred Provider Program where the pricing will be based on the agreed volume discounts except for agreed part of the business.

**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 terms and conditions of the HPE Agreement including the renewals thereon, 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 HPE, from time to time, as referred hereinabove.

**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 or cause to be done all such acts, deeds and things and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.

Place : *Bangalore*  
 Date : *13/6/16*

*David S. Hughes*  
 CHAIRMAN

<b>ENTERED</b>	
DATE	SIGN
1 JUNE 2016	<i>[Signature]</i>



**CERTIFIED TRUE COPY**  
*[Signature]*