



26 July 2017

The Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Dear Sir,

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015**

We wish to inform that the members of the Company have approved all the resolutions as stated in the Notice of the Twenty Sixth Annual General Meeting (AGM) dated 25 May 2017, with requisite majority, at the AGM held on 26 July 2017 at 10:30 am at The Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru- 560 025, Karnataka, India.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary, as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting by Physical Ballot undertaken at the aforementioned AGM of the Company.

The Scrutinizer has submitted his reports, after scrutiny of the remote e-voting and physical ballot voting, today.

On the basis of the above reports, it is hereby declared that the resolutions as stated in the Notice of the AGM dated 25 May 2017, have been duly passed with requisite majority. Please find enclosed the declaration of the result of e-voting (including physical ballot) made by the Company today including the voting results in the prescribed format under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also enclosed is the Scrutinizer's Report dated 26 July 2017 issued by Mr. S P Nagarajan, Practicing Company Secretary.

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

Yours faithfully,  
**For Mphasis Limited**

DocuSigned by:

*A Sivaram Nair*

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

**Encl: As above**

<sup>DS</sup>  
SN

**Mphasis Limited**

**Registered Office:** Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore – 560 048, India.  
Ph.: +91 080 3352 5000; Fax: +91 080 6695 9943; CIN:L30007KA1992PLC025294

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**MPHASIS LIMITED**  
**DECLARATION OF VOTING RESULTS OF TWENTY SIXTH ANNUAL GENERAL MEETING HELD ON 26 JULY 2017**  
*(Consolidated Results of e-voting and Physical Ballot)*

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company extended e-voting facility (Remote e-voting) and physical Ballot facility to its members to vote on all the resolutions which were proposed at the Twenty Sixth Annual General Meeting (AGM) of the Company held on 26 July 2017 at 10:30 am at The Chancery Pavilion Hotel, No. 135, Residency Road (Field Marshal Cariappa Road), Bengaluru-560 025, India.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting by Physical ballot undertaken at the aforementioned 26<sup>th</sup> AGM of the Company.

The Scrutinizer has submitted his reports, after scrutiny of the remote e-voting and physical ballot voting, today.

On the basis of the above reports, it is hereby declared that all the resolutions, as stated in the Notice of the AGM dated 25 May 2017, have been duly passed by the members of the Company with requisite majority as per the following details. The Scrutinizer's Report and the voting pattern as per the requirement of the Listing Regulations is annexed herewith.

Resolution	Number of Votes ( Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2017, and the reports of the Board and Auditors' thereon.	169,441,399	160	292	Ordinary Resolution
<b>Percentage</b>	<b>99.99</b>	<b>0.01</b>	-	
Declaration of final dividend on equity shares	169,460,767	60	292	Ordinary Resolution
<b>Percentage</b>	<b>99.99</b>	<b>0.01</b>	-	
Re-election of Mr. Paul James Upchurch as a Director	167,157,430	2,238,975	292	Ordinary Resolution
<b>Percentage</b>	<b>98.68</b>	<b>1.32</b>	-	
Re-election of Mr. Dario Zamarian as a Director	168,636,655	822,985	292	Ordinary Resolution
<b>Percentage</b>	<b>99.51</b>	<b>0.49</b>	-	
Ratification of Appointment of Statutory Auditors and fixing their remuneration	169,459,170	470	292	Ordinary Resolution
<b>Percentage</b>	<b>99.99</b>	<b>0.01</b>	-	
Appointment of Mr. Nitin Rakesh as a Director and further as the CEO and Whole-time Director of the Company	169,257,524	202,071	292	Ordinary Resolution

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Resolution	Number of Votes ( Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Percentage	99.88	0.12	-	
Approval of retention bonus agreement and severance package agreement entered with HPE by employees of the Company and its subsidiaries	55,274,443	818,555	292	Ordinary Resolution
Percentage	98.54	1.46	-	
Approval of Exit Return Incentive Plan (ERI Plan) proposed by Marble II Pte. Ltd.	55,283,871	819,115	292	Ordinary Resolution
Percentage	98.54	1.46	-	

For and on behalf of the Board



*Nitin Rakesh*

Bengaluru  
26 July 2017

**Nitin Rakesh**  
Chief Executive Officer

DS  
SN

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## Voting Results of the 26<sup>th</sup> Annual General Meeting held on 26 July 2017

[Pursuant to SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015]

Description	Particulars
Date of AGM	26 July 2017
Total No. of Shareholders as on Record date*	23,914
No. of Shareholders present in meeting either in person or through Proxy:	
• Promoters and Promoter Group:	1
• Public:	317
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group:	
• Public	
<i>* as at the cut off date 20 July 2017</i>	
Whether Promoter/Promoter Group are interested in the agenda / resolution	The Promoter is deemed to be interested in the agenda/resolutions No. 7 by virtue SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has abstained from voting.
	The Promoter is interested in the agenda/resolutions No. 8 and has abstained from voting.



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Agenda	1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2017, and the reports of the Board and Auditors' thereon.							
Resolution required (Ordinary / Special)	Ordinary Resolution							
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	116,691,668	116,691,668	100.00	116,691,668	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>116,691,668</b>	<b>116,691,668</b>	<b>100.00</b>	<b>116,691,668</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-voting	60,192,785	48,103,371	79.92	48,103,371	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>60,192,785</b>	<b>48,103,371</b>	<b>79.92</b>	<b>48,103,371</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Non Institutions	E-voting	16,219,564	4,588,547	28.29	4,588,447	100	100.00	0.00
	Poll		57,973	0.36	57,913	60	99.90	0.10
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>16,219,564</b>	<b>4,646,520</b>	<b>28.65</b>	<b>4,646,360</b>	<b>160</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>193,104,017</b>	<b>169,441,559</b>	<b>87.75</b>	<b>169,441,399</b>	<b>160</b>	<b>99.99</b>	<b>0.01</b>

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Agenda	2. Declaration of final dividend on equity shares.								
Resolution required (Ordinary / Special)	Ordinary Resolution								
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	116,691,668	116,691,668	100.00	116,691,668	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>116,691,668</b>	<b>116,691,668</b>	<b>100.00</b>	<b>116,691,668</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-voting	60,192,785	48,121,400	79.95	48,121,400	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>60,192,785</b>	<b>48,121,400</b>	<b>79.95</b>	<b>48,121,400</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Non Institutions	E-voting	16,219,564	4,589,686	28.30	4,589,686	-	100.00	-	
	Poll		58,073	0.36	58,013	60	99.90	0.10	
	Postal -Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>16,219,564</b>	<b>4,647,759</b>	<b>28.66</b>	<b>4,647,699</b>	<b>60</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>193,104,017</b>	<b>169,460,827</b>	<b>87.76</b>	<b>169,460,767</b>	<b>60</b>	<b>99.99</b>	<b>0.01</b>	



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Agenda	3. Re-election of Mr. Paul James Upchurch as a director								
Resolution required (Ordinary / Special)	Ordinary Resolution								
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	116,691,668	116,691,668	100.00	116,691,668	-	100.00	-	
	Poll		-	0.00	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>116,691,668</b>	<b>116,691,668</b>	<b>100.00</b>	<b>116,691,668</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	60,192,785	48,058,345	79.84	45,820,014	2,238,331	95.34	4.66	
	Poll		-	0	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>60,192,785</b>	<b>48,058,345</b>	<b>79.84</b>	<b>45,820,014</b>	<b>2,238,331</b>	<b>95.34</b>	<b>4.66</b>
Public Non Institutions	E-voting	16,219,564	4,588,394	28.29	4,587,843	551	99.99	0.01	
	Poll		57,998	0.36	57,905	93	99.84	0.16	
	Postal -Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>16,219,564</b>	<b>4,646,392</b>	<b>28.65</b>	<b>4,645,748</b>	<b>644</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>193,104,017</b>	<b>169,396,405</b>	<b>87.72</b>	<b>167,157,430</b>	<b>2,238,975</b>	<b>98.68</b>	<b>1.32</b>	


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Agenda	4. Re-election of Mr. Dario Zamarian as a director								
Resolution required (Ordinary / Special)	Ordinary Resolution								
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	116,691,668	116,691,668	100.00	116,691,668	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>116,691,668</b>	<b>116,691,668</b>	<b>100.00</b>	<b>116,691,668</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-voting	60,192,785	48,121,400	79.95	47,299,079	822,321	98.29	1.71	
	Poll		-	-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>60,192,785</b>	<b>48,121,400</b>	<b>79.95</b>	<b>47,299,079</b>	<b>822,321</b>	<b>98.29</b>	<b>1.71</b>
Public Non Institutions	E-voting	16,219,564	4,588,574	28.29	4,588,003	571	99.99	0.01	
	Poll		57,998	0.36	57,905	93	99.84	0.16	
	Postal -Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>16,219,564</b>	<b>4,646,572</b>	<b>28.65</b>	<b>4,645,908</b>	<b>664</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>193,104,017</b>	<b>169,459,640</b>	<b>87.76</b>	<b>168,636,655</b>	<b>822,985</b>	<b>99.51</b>	<b>0.49</b>	

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Agenda	5. Ratification of Appointment of Statutory Auditors and fixing their remuneration								
Resolution required (Ordinary / Special)	Ordinary Resolution								
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	116,691,668	116,691,668	100.00	116,691,668	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>116,691,668</b>	<b>116,691,668</b>	<b>100.00</b>	<b>116,691,668</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-voting	60,192,785	48,121,400	79.95	48,121,400	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>60,192,785</b>	<b>48,121,400</b>	<b>79.95</b>	<b>48,121,400</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Non Institutions	E-voting	16,219,564	4,588,574	28.29	4,588,147	427	99.99	0.01	
	Poll		57,998	0.36	57,955	43	99.93	0.07	
	Postal -Ballot		<i>Not Applicable</i>						
	<b>Total</b>		<b>16,219,564</b>	<b>4,646,572</b>	<b>28.65</b>	<b>4,646,102</b>	<b>470</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>193,104,017</b>	<b>169,459,640</b>	<b>87.76</b>	<b>169,459,170</b>	<b>470</b>	<b>99.99</b>	<b>0.01</b>	


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Agenda	6. Appointment of Mr. Nitin Rakesh as a Director and further as a CEO & Whole time Director								
Resolution required (Ordinary / Special)	Ordinary Resolution								
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	116,691,668	116,691,668	100.00	116,691,668	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot		Not Applicable						
	<b>Total</b>		<b>116,691,668</b>	<b>116,691,668</b>	<b>100.00</b>	<b>116,691,668</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-voting	60,192,785	48,121,400	79.95	47,919,477	201,923	99.58	0.42	
	Poll		-	-	-	-	-	-	
	Postal Ballot		Not Applicable						
	<b>Total</b>		<b>60,192,785</b>	<b>48,121,400</b>	<b>79.95</b>	<b>47,919,477</b>	<b>201,923</b>	<b>99.58</b>	<b>0.42</b>
Public Non Institutions	E-voting	16,219,564	4,588,454	28.29	4,588,349	105	100.00	0.00	
	Poll		58,073	0.36	58,030	43	99.93	0.07	
	Postal -Ballot		Not Applicable						
	<b>Total</b>		<b>16,219,564</b>	<b>4,646,527</b>	<b>28.65</b>	<b>4,646,379</b>	<b>148</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>193,104,017</b>	<b>169,459,595</b>	<b>87.76</b>	<b>169,257,524</b>	<b>202,071</b>	<b>99.88</b>	<b>0.12</b>	


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Agenda	7. Approval of retention bonus agreement and severance package agreement entered with HPE by employees of the Company and its subsidiaries							
Resolution required (Ordinary / Special)	Ordinary Resolution							
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	116,691,668	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>116,691,668</b>	-	-	-	-	-	-
Public Institutions	E-voting	60,192,785	48,121,400	79.95	47,303,191	818,209	98.30	1.70
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>60,192,785</b>	<b>48,121,400</b>	<b>79.95</b>	<b>47,303,191</b>	<b>818,209</b>	<b>98.30</b>	<b>1.70</b>
Public Non Institutions	E-voting	16,219,564	7,962,261	49.09	7,961,958	303	100.00	0.00
	Poll		9,337	0.06	9,294	43	99.54	0.46
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>	<b>16,219,564</b>	<b>7,971,598</b>	<b>49.15</b>	<b>7,971,252</b>	<b>346</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>193,104,017</b>	<b>56,092,998</b>	<b>29.05</b>	<b>55,274,443</b>	<b>818,555</b>	<b>98.54</b>	<b>1.46</b>

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Agenda	8. Approval of Exit Return Incentive Plan (ERI Plan) proposed by Marble II Pte. Ltd.							
Resolution required (Ordinary / Special)	Ordinary Resolution							
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	116,691,668	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>		<b>116,691,668</b>	-	-	-	-	-
Public Institutions	E-voting	60,192,785	48,121,400	79.95	47,303,191	818,209	98.30	1.70
	Poll		-	-	-	-	-	-
	Postal Ballot		<i>Not Applicable</i>					
	<b>Total</b>		<b>60,192,785</b>	<b>48,121,400</b>	<b>79.95</b>	<b>47,303,191</b>	<b>818,209</b>	<b>98.30</b>
Public Non Institutions	E-voting	16,219,564	7,969,401	49.13	7,968,667	734	99.99	0.01
	Poll		12,185	0.08	12,013	172	98.59	1.41
	Postal -Ballot		<i>Not Applicable</i>					
	<b>Total</b>		<b>16,219,564</b>	<b>7,981,586</b>	<b>49.21</b>	<b>7,980,680</b>	<b>906</b>	<b>99.99</b>
<b>Total</b>		<b>193,104,017</b>	<b>56,102,986</b>	<b>29.05</b>	<b>55,283,871</b>	<b>819,115</b>	<b>98.54</b>	<b>1.46</b>


**Mphasis Limited**

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**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary

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### **Consolidated Scrutinizer's Report**

(Pursuant to the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 26<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on the Wednesday, 26<sup>th</sup> July 2017 at 10:30 A.M. at The Chancery Pavilion Hotel, No.135, Residency Road, Bangalore 560 025

Dear Sir,

I, S P Nagarajan, Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of Mphasis Limited (the Company) for the purpose of scrutinizing:

- i) the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;
- ii) voting by poll at the venue of the Annual General Meeting (AGM) under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, and voting through poll (Physical voting at the venue of 26<sup>th</sup> AGM) as per the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 8 of the Notice of the 26<sup>th</sup> AGM of the members of the Company dated 25<sup>th</sup> May 2017.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) with regard to voting through electronic means (by remote e-voting) and voting by poll at the venue of the AGM on the resolutions proposed in the Notice of the 26<sup>th</sup> AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained/invalid" votes or poll papers, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by NSDL and voting conducted by poll at the venue of the AGM and the authorizations / proxies lodged with the Company.

#### **DISPATCH OF NOTICE CONVENING THE MEETING:**

The Notice dated 25<sup>th</sup> May 2017 convening the 26<sup>th</sup> Annual General Meeting (AGM) along with the Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions proposed at 26<sup>th</sup> AGM of the Equity Shareholders of the Company held on Wednesday, 26<sup>th</sup> July 2017.

#### **CUT-OFF DATE:**

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Thursday, 20<sup>th</sup> July 2017, were entitled to vote on the resolutions as set out in the Notice of the 26<sup>th</sup> AGM of the Company.

#### **REMOTE E-VOTING:**

The Company has availed services of National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.

The remote e-voting period was open for four days which commenced on Saturday, 22<sup>nd</sup> July 2017 at 9:00 A.M. and concluded on Tuesday, 25<sup>th</sup> July 2017 at 5:00 P.M. on <https://www.evoting.nSDL.com/>.

#### **VOTING BY POLL AT THE 26<sup>TH</sup> AGM:**

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 after the close of period for remote e-voting the details of members who had cast votes through remote e-voting such as their names, folio numbers, number of shares held were downloaded from the e-voting website of NSDL, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 26<sup>th</sup> AGM.



At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll to facilitate the members present at the meeting, who could not cast their votes through remote-e-voting, to record their votes through the poll process.

**COUNTING PROCESS:**

**i) POLL AT THE VENUE OF 26<sup>TH</sup> AGM:**


- a) At the time fixed for ordering of the poll by the Chairman, the empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- b) The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. K M Balakrishna Sharma and Mr. Channabasappa Jaliyil of Bangalore.
- c) The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- d) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

**ii) REMOTE e-VOTING**

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Wednesday, 26<sup>th</sup> July 2017 in the presence of two witnesses Ms. Pallavi B Kaveri & Ms. Priyanka Sethia, Members of the Institute of Company Secretaries of India who are not in the employment of the Company. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:



Ms. Pallavi B Kaveri



Ms. Priyanka Sethia

I have issued separate Scrutinizer's Report dated 26<sup>th</sup> July 2017 on the results of remote e- voting and voting by poll at the venue of the 26<sup>th</sup> AGM on the resolutions contained in the Notice to the 26<sup>th</sup> AGM of the members of the Company.

I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and voting by poll at the venue of the AGM as under:-



### Item 1: Ordinary Resolution

1. To receive, consider and adopt the consolidated and standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31st March 2017, 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.

Total Number of members voted	Total Number of votes cast
<b>410</b>	<b>16,94,41,851</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,93,83,486	100.00	100	0	0
Voting by poll at AGM venue (in person or by proxy)	57,913	99.90	60	0.10	292
<b>Total</b>	<b>16,94,41,399</b>	<b>99.99</b>	<b>160</b>	<b>0.01</b>	<b>292</b>

The Resolution as mentioned in Item 1 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

### Item 2: Ordinary Resolution

2. To declare a final dividend on equity shares

Total Number of members voted	Total Number of votes cast
<b>414</b>	<b>16,94,61,119</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,94,02,754	100.00	0	0	0
Voting by poll at AGM venue (in person or by proxy)	58,013	99.90	60	0.10	292
<b>Total</b>	<b>16,94,60,767</b>	<b>99.99</b>	<b>60</b>	<b>0.01</b>	<b>292</b>





The Resolution as mentioned in Item 2 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

### Item 3: Ordinary Resolution

3. To appoint a director in place of Mr. Paul James Upchurch, who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
<b>411</b>	<b>16,93,96,697</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,70,99,525	98.68	22,38,882	1.32	0
Voting by poll at AGM venue (in person or by proxy)	57,905	99.84	93	0.16	292
<b>Total</b>	<b>16,71,57,430</b>	<b>98.68</b>	<b>22,38,975</b>	<b>1.32</b>	<b>292</b>

The Resolution as mentioned in Item 3 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

### Item 4: Ordinary Resolution

4. To appoint a director in place of Mr. Dario Zamarian, who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
<b>412</b>	<b>16,94,59,932</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,85,78,750	99.51	8,22,892	0.49	0
Voting by poll at AGM venue (in person or by proxy)	57,905	99.84	93	0.16	292
<b>Total</b>	<b>16,86,36,655</b>	<b>99.51</b>	<b>8,22,985</b>	<b>0.49</b>	<b>292</b>



The Resolution as mentioned in Item 4 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

#### Item 5: Ordinary Resolution

5. To ratify the appointment of 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 24<sup>th</sup> Annual General Meeting appointing the Statutory Auditors till the conclusion of 27<sup>th</sup> Annual General Meeting, the Company hereby ratifies the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W), as the Statutory Auditors of the Company, till the conclusion of next Annual General Meeting, 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 billed progressively.

Total Number of members voted	Total Number of votes cast
<b>412</b>	<b>16,94,59,932</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,94,01,215	100	427	0	0
Voting by poll at AGM venue (in person or by proxy)	57,955	99.93	43	0.07	292
<b>Total</b>	<b>16,94,59,170</b>	<b>99.99</b>	<b>470</b>	<b>0.01</b>	<b>292</b>

The Resolution as mentioned in Item 5 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

#### Item 6: Ordinary Resolution

6. RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Nitin Rakesh (DIN 00042261) who was appointed as an Additional Director and Chief Executive Officer (CEO) and Whole time Director of the Company for a period of 5 years with effect from 29 January 2017 and who holds office until the date of the ensuing Annual General Meeting in terms



of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a director of the Company.

RESOLVED FURTHER THAT pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be required in this regard, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Nitin Rakesh as the Chief Executive Officer and Whole Time Director of the Company for a period of 5 years with effect from 29 January 2017, on the terms and conditions of appointment and remuneration as contained in the Employment Agreement entered with Mr. Nitin Rakesh, the material terms of which are set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

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 do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit without further reference to the Company in General Meeting.

Total Number of members voted	Total Number of votes cast
<b>411</b>	<b>16,94,59,887</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,91,99,494	99.88	2,02,028	0.12	0
Voting by poll at AGM venue (in person or by proxy)	58,030	99.93	43	0.07	292
<b>Total</b>	<b>16,92,57,524</b>	<b>99.88</b>	<b>2,02,071</b>	<b>0.12</b>	<b>292</b>

The Resolution as mentioned in Item 6 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.



## Item 7: Ordinary Resolution

7. RESOLVED THAT pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( the “Listing Regulations”) and applicable provisions, if any, of the other SEBI Regulations and further subject to such consents, approvals and permissions as may be required in this regard, the retention bonus agreements, aggregating to USD 10.86 million and the severance package agreement, aggregating to USD 4.12 million, entered into by Hewlett Packard Enterprises Co., USA, ( the “HPE”) (hereinafter referred to as the “Agreements”) with the identified employees of the Company and its subsidiaries and the Key Managerial Personnel of the Company (including the ceased employees and Key Managerial Personnel, whether by resignation or otherwise and who are eligible to receive such retention and/or severance pay in terms of the Agreements entered) be and is hereby approved and 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, in its absolute discretion, deem necessary, proper, desirable and to finalize any documents and writing related thereto.

Total Number of members voted	Total Number of votes cast
<b>403</b>	<b>5,60,93,290</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	5,52,65,149	98.54	8,18,512	1.46	0
Voting by poll at AGM venue (in person or by proxy)	9,294	99.54	43	0.46	292
<b>Total</b>	<b>5,52,74,443</b>	<b>98.54</b>	<b>8,18,555</b>	<b>1.46</b>	<b>292</b>

The Resolution as mentioned in Item 7 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

## Item 8: Ordinary Resolution

8. RESOLVED THAT pursuant to Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations as may be applicable in this regard, the approval of the members be and is hereby accorded to the participation of the employees (including directors) of the Company and its subsidiaries (such employees as may be identified and selected by Marble II from time to time) in the “Exit Return Incentive Plan” (the “ERI Plan”) (as amended from time to time), which is proposed to be adopted by Marble II Pte. Ltd. (“Marble II”) (being the promoter of the Company).



RESOLVED FURTHER THAT approval of the members be and is hereby accorded to Marble II to offer the ERI Plan to the employees (including directors) of the Company and its subsidiaries (such employees as may be identified and selected by Marble II from time to time), under which the proposed ERI Plan, Marble II will grant cash awards inter alios to certain identified employees of the Company and its subsidiaries upon the disposal of all of the interests held directly or indirectly by Marble II in the Company (“Exit”), and the quantum of such cash awards will be linked to (and paid from) the net proceeds eventually realized by Marble II from the Exit.

RESOLVED FURTHER THAT the payment of the cash awards be subject to: (a) the terms of the ERI Plan as adopted (and amended) by Marble II from time to time; and (b) the satisfaction and achievement of certain performance-based parameters and thresholds at the time of Exit (as determined by Marble II from time to time), including in relation to: (i) the EBITDA growth and the return on invested capital of the Company (on a consolidated basis); (ii) the timing of the Exit; and (iii) the ‘internal rate of return’ and the ‘multiple of invested capital’ on the net proceeds eventually realized by Marble II from the Exit.

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.

Total Number of members voted	Total Number of votes cast
<b>405</b>	<b>5,61,03,278</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	5,52,71,858	98.54	8,18,943	1.46	0
Voting by poll at AGM venue (in person or by proxy)	12,013	98.59	172	1.41	292
<b>Total</b>	<b>5,52,83,871</b>	<b>98.54</b>	<b>8,19,115</b>	<b>1.46</b>	<b>292</b>

The Resolution as mentioned in Item 8 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

I hereby confirm that the relevant records in respect of the votes cast through e-voting and voting by poll at the venue of 26<sup>th</sup> AGM by the members of the Company shall remain in my safe custody until the Chairman or a director authorized in this regard



considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you,  
Yours faithfully



A handwritten signature in blue ink, appearing to be "S.P. Nagarajan", written over the stamp.

**S P NAGARAJAN**  
**ACS No.10028**  
**CP No.4738**

Place: Bangalore

Dated: 27<sup>th</sup> July 2017