

10 October, 2016

The Manager
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub:-Newspaper Advertisement for dispatch of the Notice of the 25th Annual General Meeting and the Annual Report for year ended 31 March 2016

With reference to captioned subject, we wish to inform you that the Company has completed the physical and electronic dispatch of the Notice of the 25th Annual General Meeting (AGM), scheduled to be held on 4 November 2016, at 10:00 am at Vivanta by Taj ,41/3,Mahatma Gandhi Road, Bengaluru,Karnataka-560001,India to all members of the Company whose name appear in the Register of members/List of Beneficial owner as on 30 September 2016. The Notice and Digital & Ebook Annual Report 2016 has been uploaded on the website of the Company as per the following details -

1. Notice- <http://www.mphasis.com/CorporateGovernance.html>
2. Digital Annual Report- <http://www.mphasis.com/2016annualreport/>
3. Annual Report (e-book) - <http://www.mphasis.com/downloads/Investors/flip-book/2016-annual-report/index.html>
4. Annual Report (Pdf) - <http://www.mphasis.com/downloads/Investors/Mphasis%20Annual%20Report.pdf>

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice of AGM and the Annual Report 2016 being sent to equity shareholders of the Company. We also enclose a copy of newspaper advertisement for dispatch of the Notice of the AGM as published today in the Business Standard and Samyuktha Karnataka (Kannada newspaper).

Kindly take the above on record as per the requirements of the Listing Regulations.

For Mphasis Limited



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

Encl.- As Above

Mphasis Limited

Registered Office: Bagmane World Technology Centre, Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India.
T: +91 080 3352 5000 F: +91 080 6695 9943 | CIN: L30007KA1992PLC025294

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ಸಂಯುಕ್ತ ಕರ್ನಾಟಕ

ಶುಕ್ರವಾರ, 07, ಅಕ್ಟೋಬರ್, 2016. ಪುಟಸಂಖ್ಯೆ 9

IN THE COURT OF THE ADDITIONAL... CIVIL COURT, 22/01 at Bangalore, DISTRICT JUDGE (CIVIL-3)...

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Notice by VIJAYA BANK... Regional Office, Bangalore (North)...

VIJAYA BANK... Regional Office, Bangalore (North)...

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Public Notice... Smt. Santukha Karantaka...

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Notice inviting Expression of Interest (EOI) for Approved Training Partners (ATPs) for GST Training. Includes details about the scheme, application process, and contact information for the Central Board of Excise & Customs.



Notice of Annual General Meeting

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of Mphasis Limited will be held at 10:00 a.m. on Friday, the 4 November 2016 at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru, Karnataka – 560 001, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the consolidated and standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31 March 2016, 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.
2. To declare a final dividend on equity shares.
3. 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 24th Annual General Meeting appointing the Statutory Auditors till the conclusion of 27th 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 re-imburement of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Jan Kathleen Hier (DIN : 7360483), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 11 December 2015, holding office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 11 December 2015.

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

RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions 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), Mr. Amit Dixit (DIN: 1798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions 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), Mr. Amit Dalmia (DIN: 5313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions 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), Mr. David Lawrence Johnson (DIN: 7593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions 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), Mr. Paul James Upchurch (DIN : 7593638), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.



Notice of Annual General Meeting

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

RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions 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), Mr. Dario Zamarian (DIN : 7599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as an extension of the special resolution of the shareholders passed at the Annual General Meeting held on 1 February 2013, approval of the Members be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive Directors) as may be decided by the Board of Directors or a Committee thereof from time to time and such payment be made out of the profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for each year.

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the earlier resolution, all the Non-Executive Directors of the Company, be paid the commission based on the following matrix effective the closing hours of 1 September 2016 and the commission be paid at such intervals, as decided by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Remuneration (₹ Lacs)
Fixed Remuneration – Indian Directors	Flat Fee p.a.	28.00
Fixed Remuneration – Foreign Directors	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
– Nomination and Remuneration Committee Chairmanship	Flat Fee p.a.	1.00
– Nomination and Remuneration 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 Non-Executive Directors which are statutorily counted for the purpose of quorum.

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 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.

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the "**Mphasis Employee Stock Option Plan 2016**" (hereinafter referred to as ESOP 2016) and the Board be and is hereby authorized to grant Employee Stock Options (ESOPs), from time to time, in one or more tranches, to or for the benefit of such employees

Notice of Annual General Meeting

who are in the permanent employment of the Company (including the Managing/Whole-Time Director and the Non-Executive Directors other than the Independent Directors) and identified by the Board from time to time, at an exercise price being the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the Board at which options are granted (on the stock exchange at which highest trading volume was recorded on such day) and subject to a discount, if such discount is granted by the Board from time to time, of up to 20%, with the underlying equity shares (created by allotment of further shares) not exceeding 8,400,000 equity shares of ₹ 10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the ESOP 2016 shall not exceed 1% of the issued and paid-up equity share capital of the Company in any financial year.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of ESOP 2016, provided such amendments are required to be carried out pursuant to changes in the laws.

RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the ESOP 2016 through the Mphasis Employees Equity Reward Trust, an irrevocable trust formed for the administration of the ESOP 2016 of the Company.

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.

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of "**Mphasis Employee Stock Option Plan 2016**" (ESOP 2016) proposed in the resolution under Item No. 11 of this Notice to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board 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
For **Mphasis Limited**

A SIVARAM NAIR
Executive Vice President,
Company Secretary,
General Counsel & Ethics Officer

New York
27 September 2016

Registered Office:
Bagmane World Technology Center,
Marathalli Outer Ring Road,
Doddanakhundi Village, Mahadevapura, Bengaluru 560048;
CIN:L30007KA1992PLC025294
Telephone: 080 - 6750 5000; Fax: 080 - 6750 9943
Website:www.mphasis.com; e-mail: investor.relations@mphasis.com



Notice of Annual General Meeting

DETAILS, OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT, PURSUANT TO REGULATION 36(3) SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name	Ms. Jan Kathleen Hier	Mr. Amit Dixit	Mr. Amit Dalmia	Mr. David Lawrence Johnson	Mr. Paul James Upchurch	Mr. Dario Zamarian
DIN	7360483	1798942	5313886	7593637	7593638	7599359
Date of first appointment at the Board	11 Dec 2015	1 Sep 2016	1 Sep 2016	1 Sep 2016	1 Sep 2016	1 Sep 2016
Date of Birth	30 Dec 1954	26 Jan 1973	30 Oct 1975	27 Nov 1953	5 Nov 1968	2 May 1964
Qualification	Bachelor in Economics & Post Graduate	MS (Engineering) B.Tech and MBA	B.Com, CA, CS and CWA	B.A. and MBA	Bachelor of Science in Information Science	MBA and Master of Science in Electrical Engineering
Nature of expertise in specific functional areas	Technology and Management	Finance and Management	Finance and Management	Strategy and Management	Technology and Management	Technology and Management
Directorship in other Companies	Nil	Refer table below	Nil	Nil	Nil	Nil

Name of the Director	Other Directorship in Indian Public Companies	Membership/ Chairmanship
Mr. Amit Dixit	Jagran Prakashan Limited*	Audit Committee Member
	Monnet Power Company Limited	Audit Committee Member
	Monnet Ispat and Energy Limited*	Audit Committee Member
	Midday Infomecia Limited	-
	NCC Limited*	Audit Committee Member
	S H Kelkar and Company Limited*	-

* listed companies

Notes:

- Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included.
- Membership/Chairmanship in Audit Committee and Stakeholder Grievance Committees of other public companies is considered.
- There is no inter-se relationship amongst the Directors and Key Managerial Personnel.
- The above stated Directors do not hold any shares of the Company.
- The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2016.
- The detailed Profile of Directors are disclosed in the Annual Report 2016 and are also hosted on the website of the Company at www.mphasis.com.

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
- Pursuant to Change of Control, in accordance with Section 96 of the Companies Act, 2013, the Company has obtained approval from the Ministry of Corporate Affairs, Registrar of Companies, Bengaluru, for extension of time for holding the twenty fifth Annual General Meeting till 31 December 2016. Accordingly, the twenty fifth Annual General Meeting of the Company is being held after six months from the close of the financial year ended 31 March 2016.
- A person can act as a Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case where proxies representing more than fifty (50) members or representing more than ten percent (10%) of the voting rights are received by the Company, the Proxy may choose the members to be represented and confirm the same to the Company at its registered office before Friday, 31 October 2016. In case the Company does not receive such confirmation, the Proxies appointed, within the aforesaid limit, in the order of receipt of Proxy forms by the Company will be considered.
- The copies of the Annual Report, Notice of Annual General Meeting (AGM) and dividend intimation are being sent to those members, through electronic mail (e-mail), who have registered their e-mail IDs with their Depository Participant (DP) or Registrar and Share Transfer Agent (RTA). Members are requested to update their preferred e-mail ID with the DP/RTA, as the case may be, which will be used by the Company for future communication.



Notice of Annual General Meeting

6. The Company is pleased to provide remote e-voting facility (e-voting) to its members for voting on the resolutions placed before the members at this AGM. The members desirous of availing this e-voting facility are requested to read the instructions in relation to e-voting given after this section and comply with the instructions to cast their vote electronically. The members who have not casted their vote through e-voting can physically cast their vote through poll at the Annual General Meeting.
7. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
8. The Chairman of the Annual General Meeting shall at the end of discussion on all the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Physical Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.mphasis.com (<http://www.mphasis.com/CorporateGovernance.html>) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed. In addition, the results shall also be displayed on the Notice Board of the Company at the registered office and the corporate office at "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560093.
11. Members / Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith, duly filled, to the AGM.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21 October 2016 to Friday, 4 November 2016 (both days inclusive).
13. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31 March 2016, if approved at the Annual General Meeting, will be payable:
 - a. to those members holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Thursday, 20 October 2016, after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar & Share Transfer Agent on or before Thursday, 20 October 2016; and
 - b. in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) for this purpose at the close of business hours on Thursday, 20 October 2016.
14. Pursuant to section 125 of the Companies Act, 2013 the amount of dividend remaining unclaimed/unpaid for seven years shall be transferred to Investor Education & Protection Fund when the same becomes due. The unclaimed and unpaid final dividend for the year 2008-09, is due to be transferred to the Investor Education & Protection Fund in February 2017. Shareholders who are yet to claim the said dividend, are requested to submit their claims to the Registrar & Share Transfer Agent, viz., Integrated Enterprises (India) Limited.
15. The Company has filed Form 51NV together with the details of the unclaimed dividend shareholders as prescribed. The same has also been uploaded on the website of the Company : www.mphasis.com.
16. The question and answer session in relation to the Financial Accounts of the Company will be taken when the resolution in relation to Item No.1 of the Notice is in motion. The members will have an opportunity to raise their queries and/or provide their suggestions to the Board which will be responded to appropriately by the Chairman of the Meeting.
17. Shareholders intending to require information about the Financial Accounts, to be explained at the meeting, are requested to inform the Company atleast a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
18. The following are the details of the transaction in the unclaimed suspense account which is used by the Company, for crediting the Unclaimed Shares, as per the provisions of SEBI Listing Regulations:

Unclaimed shares outstanding as at 1 April 2015	Unclaimed shares debited from the account during the period	Closing balance of shares as at 31 March 2016
18,150	Nil	18,150
19. The identity / signature of the members holding shares in demat form is liable for verification with specimen signatures as may be furnished by NSDL / CDSL, to the Company. Such members are advised to bring the relevant Identity Card issued by the Depository Participant.



Notice of Annual General Meeting

20. Members are requested to notify any change in their address to the Company / Depository Participant as the case may be.

21. The shareholders are requested to communicate all their correspondence to:

Executive Vice President, Company Secretary, General Counsel & Ethics Officer, Mphasis Limited, Bagmane World Technology Center, Marathalli Outer Ring Road, Doddankundi Village, Mahadevapura, Bengaluru - 560 048. e-mail: sivaram.nair@mphasis.com
Ph: +91 (080) 67505000 Fax: +91 (080) 6750 9943.

OR

Integrated Enterprises (India) Limited Unit: Mphasis Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003. e-mail: giri@integratedindia.in Ph: +91 (080) 23460815 – 818. Fax: +91 (080) 23460819.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members electronic voting (e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Fifth Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through a physical ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting shall only, be able to exercise their right to vote at the meeting through physical ballot paper.
3. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
4. The remote e-voting period commences on Monday, 31 October 2016 at 9.00 AM and ends on 3 November 2016 at 5.00 PM. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 28 October 2016, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL after 5:00 PM on 3 November 2016. Vote casted once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to Mr. A Sivaram Nair, EVP, and Company Secretary, General Counsel and Ethics officer at the registered office of the Company or may be e-mailed to sivaram.nair@mphasis.com.
6. **The process and manner for remote e-voting are as under:**
 - a) **In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/ Depository Participant(s)] :**
 - (i) Open e-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as the password. The said PDF file contains your user ID and Password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and Password as initial Password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Mphasis Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Mr. S P Nagarajan through e-mail to cs@nagarajansp818.com with a copy marked to evoting@nsdl.co.in.



Annexure to Notice

b) In case a member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below in the Attendance Slip:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.
8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares held in the Company as on the cut-off date, i.e. Friday, 28 October 2016.
11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 28 October 2016, such member may obtain the login ID and password by sending a request at evoting@nsdl.co.in or giri@integratedindia.in (RTA).
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No.: 1800-222-990.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut off date should treat this Notice for information purposes only.
13. Mr. S P Nagarajan (PCS No.4738) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 4:

The Board of Directors of the Company, on 11 December 2015, have appointed Ms. Jan Kathleen Hier (Ms. Hier-King) as an Additional Director of the Company, categorized as Independent Director, in terms of Sections 161 and 149 of the Companies Act, 2013, for a period of five consecutive years effective 11 December 2015, who shall not be liable to retire by rotation.

Pursuant to the Section 161 of the Companies Act, 2013, the Independent Director shall hold office up to the date of the ensuing Annual General Meeting. However, the Company has received notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act, proposing the candidature of Ms. Hier-King for the office of Independent Director of the Company, to be appointed as such under the Sections 149 and 152 of the Companies Act, 2013.

Ms. Hier-King has a Bachelor's degree in Economics and attended Post-Graduate studies at Syracuse University, New York, USA. She is currently a partner with a start-up – Bicycle Financial and has been involved in varied roles, in technology, telecommunications and HR, in her former career. As an economist with the Bureau of Labor Statistics, she was instrumental in the original development of a Producer Price Index for the telecommunications industry and was called on as an expert witness at the U.S. House of Representatives. The qualification, areas of expertise and other details of Ms. Hier – King is detailed in the Notice of the meeting besides the brief profile being available in the Annual Report 2016 and the website of the Company at www.mphasis.com.

Ms. Hier-King is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has also received declaration that she meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013. In the opinion of the Board, Ms. Hier-King fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director. The details of remuneration paid to Ms. Hier-King for the year ended 31 March 2016 is detailed in the Corporate Governance Report forming part of Annual Report 2016.



Annexure to Notice

Copy of the letter for appointment of Ms. Hier-King setting out the terms and conditions are available for inspection by the members at the registered office of the Company and also at the Corporate Office of the Company at "Bagmane Laurel" Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560 093, on all working days (except Saturday and Sunday) during business hours till the date of this Annual General Meeting and is also hosted on the website of the Company at www.mphasis.com. The letter will also be open for inspection to the members during the Annual General Meeting. The Nomination and Remuneration Committee and the Board recommends the appointment by means of an Ordinary Resolution.

Interest of Directors and Key Managerial Personnel:

The Independent Director, Ms. Jan Kathleen Hier is interested in the above resolution to the extent of her appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

Item Nos. 5 to 9:

Consequent to Change in Control of the Company, effective the closing hours of 1 September 2016, Mr. Amit Dixit, Mr. Amit Dalmia, Mr. David Lawrence Johnson, Mr. Paul James Upchurch and Mr. Dario Zamarian were appointed as Non-Executive Additional Directors. In terms of Section 161 of the Companies Act, 2013, the additional directors hold office till the ensuing Annual General Meeting. The Company has received notices from a member under Section 160 of the Companies Act, 2013, along with the requisite deposits, proposing the candidatures of the aforesaid additional directors to the office of directorship. Necessary resolutions seeking approval of the members for their appointment is placed by means of Ordinary Resolutions. The qualification, areas of expertise and other details of the above directors are detailed in the Notice of the meeting besides the brief profiles being available in the Annual Report 2016 and the website of the Company at www.mphasis.com. The Nomination and Remuneration Committee and the Board recommends the appointments by means of Ordinary Resolutions.

Interest of Directors and Key Managerial Personnel:

Mr. Amit Dixit, Mr. Amit Dalmia, Mr. David Lawrence Johnson, Mr. Paul James Upchurch and Mr. Dario Zamarian, Additional Directors, are interested in the resolution to the extent of their appointments. None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

Item No. 10:

The shareholders have, at its 21st Annual General Meeting held on 1 February 2013, approved payment of Non-Executive Directors Remuneration by way of commission not exceeding 1% of the profits till 31 October 2017. It is proposed to renew the aforesaid approval, under the provisions of Section 197 of the Companies Act, 2013, by means of a Special Resolution in line with the Articles of Association of the Company.

Presently, the Company pays Non-Executive Directors Commission only to the Independent Directors. It is proposed to pay the Non-Executive Directors Commission to all the Non-Executive Directors, including the Non-Independent Directors, effective the closing hours of 1 September 2016, on the basis of the same remuneration matrix as approved by the Shareholders vide Postal Ballot dated 8 August 2013.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015, approval of the members is required for payment of remuneration to the Non-Executive Directors. Accordingly, approval of the members is also sought for payment of remuneration to the Non-Executive Directors as per the remuneration matrix detailed in the resolution.

The Nomination and Remuneration Committee and the Board of Directors of the Company recommend the above for approval of the members by means of a Special Resolution.

Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel and their relatives, other than the Non-Executive Directors, are interested in the above resolution.

Item Nos. 11 to 12:

Employee Stock Option Plans (ESOPs) are considered as an effective tool to attract and retain the best talent in the Industry. ESOPs *inter alia* serves to attract, motivate, reward and retain specialists / senior professionals, recognize and reward exceptional performance and facilitate continued building of co-created organization. Accordingly, it is proposed to institute a new Employee Stock Option Plan for the identified employees of the Company.

Annexure to Notice

The information as required under Clause 6.2 of the SEBI (Share Based Employee Benefits) Regulations, 2014, setting out the salient features of ESOP 2016 and further explaining the proposal is given below:

i. Brief Description of the scheme:

The Board of Directors in its meeting held on 27 September 2016, with the view of achieving management participation in the growth of the Company and to encourage value creation and value sharing with the permanent employees and the non-executive (non-independent) directors, proposed to institute "Mphasis Employee Stock Option Plan 2016" (ESOP 2016) and make grant of stock options (hereinafter referred to as "Stock Options", "Options" or "Units") thereunder. The options are proposed to be granted at an exercise price being the Market Price [The term Market Price means the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the ESOP Compensation Committee at which options are granted (on the stock exchange at which highest trading volume was recorded)], subject to a discount, if granted by the Board/ESOP Compensation Committee, of up to 20% (the discount percentage being determined by the Board/ESOP Compensation Committee). The equity shares arising out of the exercise of stock options are proposed to be allotted by the Company and administered through the Mphasis Employees Equity Reward Trust. The ESOP 2016 will conform to applicable SEBI Regulations and the guidelines prescribed thereunder by SEBI and applicable provisions of the Companies Act, 2013.

ii. Total Number of stock units to be granted:

The aggregate stock units proposed to be granted under ESOP 2016 from time to time, shall not, upon exercise, exceed 8,400,000 equity shares of Rs. 10 each (or such other adjusted figure for any re-organization of capital structure) fully paid-up.

iii. Identification of classes of employees entitled to participate in ESOP 2016:

The ESOP 2016 shall extend to such permanent employees on the rolls of the Company and its subsidiaries and its directors including non-executive (non-Independent) directors, as may be identified by the ESOP Compensation Committee (CC) from time to time (The term employees shall, hereinafter, deem to include the non-executive (non-Independent) Directors unless the context requires otherwise). The ESOP 2016 shall not extend to any Promoter or those belonging to the Promoters Group or to any Director, who either by himself or through his relative(s) or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares. The ESOP 2016 shall also not extend to the independent directors of Mphasis Limited or its subsidiaries.

iv. Requirements of vesting, period of vesting and the maximum period within which the units shall be vested:

The continuation of an employee in the services of the Company or its subsidiary shall be the primary requirement of the vesting. The minimum vesting period would be 1 year from the date of grant and the maximum vesting period shall be 5 years from the date of grant. The options granted will be locked-in for a period of 1 year from the date of grant, after which the options shall be eligible for vesting in accordance with the vesting schedule.

v. Exercise price or pricing formula:

The exercise price shall be the Market Price, subject to a discount, if any, of up to 20%, if the Board/ESOP Compensation Committee decides to offer such discount, and the discount percentage shall be determined by the Board/ESOP Compensation Committee.

vi. Exercise period and process for exercise:

The units granted under ESOP 2016 shall be exercisable within a period of 3 years from the respective dates of vesting and shall be exercisable under such conditions as may be determined by the ESOP Compensation Committee from time to time.

On the expiry of the vesting period and fulfillment of vesting conditions, the ESOP Grantee has the right to exercise the units either in full or in tranches at any time during the exercise period. The ESOP Grantees may exercise units by addressing a communication to the Mphasis Employees Equity Reward Trust as per the Form that may be prescribed by the ESOP Compensation Committee from time to time.

The ESOP Grantee, shall, at the time of exercise (a) mention the number of units that he/she is willing to exercise under the ESOP 2016; (b) state his Demat Account details specifying Depository Participant (D.P.) ID No. and Client ID No. to which the equity shares shall be transferred; (c) tender an amount equal to the aggregate exercise price payable in respect of the units exercised; and (d) tender the amount of tax as may be applicable.

vii. The appraisal process for determining the eligibility of employees to the ESOP 2016:

The stock units to be granted to Employees would be based on the appraisal procedure which shall be determined by the Board/ESOP Compensation Committee on the basis of work performance, period of service, technical knowledge, managerial level, future potential etc. The Board/ESOP Compensation Committee may decide to extend the benefits of the ESOP 2016 to new entrants or to existing employees on such basis as it may deem fit.

The stock units granted to the non-executive (non-independent) directors shall be recommended by the Board of Directors.



Annexure to Notice

viii. Maximum number of units to be issued per employee and in aggregate and the maximum quantum of benefits to be provided per employee under the ESOP 2016:

The number of stock options that may be granted to any specific employee under the Scheme shall not, upon exercise, exceed 1% of the issued and paid-up equity share capital of the Company in any financial year. The total number of options to be granted shall not exceed 8,400,000 stock options (as adjusted for any changes in capital structure). The maximum benefits to be provided per employee shall be the same as the maximum stock units per employee provided hereinabove.

ix. Mode of Implementation of the Plan:

The ESOP 2016 shall be administered by the Mphasis Employees Equity Reward Trust, an irrevocable registered trust formed for the purpose of facilitating employees to exercise the stock options.

x. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The shares arising out of exercise of options under ESOP 2016 is proposed to be allotted by the Company.

xi. Accounting Policies:

It is hereby confirmed that the Company shall comply with the accounting policies specified in Clause 15 of the SEBI Regulations, in respect of the shares issued under ESOP 2016.

xii. Method of Valuation:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the units granted.

In case the Company follows the intrinsic value method for computing the compensation cost, the difference between the employee compensation cost so computed and employee compensation cost that shall have been recognized, if the Company had used fair value of the units shall be disclosed in the Board's Report and also the impact of the difference on the Profits and the Earnings Per Share of the Company shall also be disclosed by the Company in the Board's Report.

xiii. Other disclosures

The ESOP 2016 does not involve acquisition of shares from the Secondary Market and no loan is proposed to be provided by the Company to the Trust for acquisition of shares by the Mphasis Employees Equity Reward Trust.

As per the SEBI Regulations, separate special resolution is required to be passed by the members if the benefits of ESOP 2016 as set out in the Resolution No. 11 of this Notice is extended to the employees of the subsidiary companies.

Accordingly, separate special resolution seeking the approval of the members for extending the benefits of ESOP 2016 to the employees of subsidiary companies as may be decided by the ESOP Compensation Committee from time to time is placed before the members.

The Board of Directors recommends the resolutions set out in Item Nos. 11 and 12 of the Notice for the approval of the members by means of special resolutions.

Interest of Director & Key Managerial Personnel:

The Non Executive (Non-Independent) Directors and Mr. Balu Ganesh Ayyar, Chief Executive Officer, Mr. V Suryanarayanan, EVP & Chief Financial Officer and Mr. A Sivaram Nair, EVP, Company Secretary, General Counsel and Ethics Officer, may be deemed to be interested in the resolutions by virtue of being an employee of the Company. None of the other Directors or their relatives are interested in the resolutions.

By order of the Board
For **Mphasis Limited**

A SIVARAM NAIR
Executive Vice President,
Company Secretary,
General Counsel & Ethics Officer

New York
27 September 2016

Registered Office:
Bagmane World Technology Center,
Marathalli Outer Ring Road,
Doddanakhundi Village, Mahadevapura, Bengaluru 560048;
CIN:L30007KA1992PLC025294
Telephone: 91 80 6750 5000; Fax:91 80 6750 9943
Website:www.mphasis.com; e-mail: investor.relations@mphasis.com





Mphasis Limited

Regd. Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048.
CIN:L30007KA1992PLC025294; e-mail:investor.relations@mphasis.com; Website:www.mphasis.com;
Telephone:+91-080-6750 5000; Fax:+91-080-6750 9943

TWENTY FIFTH ANNUAL GENERAL MEETING PROXY FORM

Folio No.: _____ DP ID: _____ Client ID: _____ E-mail id: _____

Name of the member(s) : _____

Registered Address : _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Mr./Ms./Miss _____ address _____
e-mail id: _____ Signature*, or failing him/her _____

2. Mr./Ms./Miss _____ address _____
e-mail id: _____ Signature*, or failing him/her _____

3. Mr./Ms./Miss _____ address _____
e-mail id: _____ Signature* _____

* signature to be provided in the specimen signature column provided below.

as my/our proxy to attend and vote (on poll) for me/ us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company to be held on Friday, 4 November 2016 at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru, Karnataka – 560 001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	✓ Refer note 1
1	Adoption of Financial Statements	
2	Approval of final dividend on equity shares	
3	Ratification of the appointment of M/s. S R Balliboi & Associates LLP, Chartered Accountants, as Auditors and fixing their remuneration	
4	Approval for appointment of Ms. Jan Kathleen Hier as an Independent Director	
5	Approval for appointment of Mr. Amit Dixit as a Non Executive Director	
6	Approval for appointment of Mr. Amit Dalmia as a Non Executive Director	
7	Approval for appointment of Mr. David Lawrence Johnson as a Non Executive Director	
8	Approval for appointment of Mr. Paul James Upchurch as a Non Executive Director	
9	Approval for appointment of Mr. Dario Zamarian as a Non Executive Director	
10	Approval of Non Executive Directors Remuneration	
11	Approval for ESOP 2016	
12	Approval for extension of ESOP 2016 to the subsidiaries of the Company	

Signed this _____ day of _____ 2016.



Affix
Re. 1/-
Revenue
Stamp

Signature of the Shareholder

Specimen Signature of the proxy

Specimen Signature of the proxy

Specimen Signature of the proxy

Notes:

1. Tick the relevant item for which the proxy is appointed
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY(IES) NEED NOT BE A MEMBER. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING
3. Please note that a proxy cannot represent more than 50 members and more than 10% of the voting rights of the Company.



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CELEBRATING **25** YEARS OF TRANSFORMATION

Mphasis Limited

Regd. Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048
CIN:L30007KA1992PLC025294; E-mail:investor.relations@mphasis.com; Website: www.mphasis.com;
Telephone:+91-080-67505000; Fax:+91-080-66959943

Twenty Fifth Annual General Meeting ATTENDANCE SLIP

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company held at 10:00 a.m. on Friday, 4 November 2016 at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru, Karnataka – 560 001.

Name of the Shareholder (in Block Letters): _____

Signature of the Shareholder / Proxy / Authorised Representative* _____

* Strike off which ever is not applicable.

Notes:

1. Please complete this attendance slip and hand it over at the entrance of the hall.
2. The registration counter will open at 8:30 am on the day of the Annual General Meeting.

THE ELECTRONIC VOTING PARTICULARS ARE SET OUT BELOW :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

Please refer Notice for instructions on remote e-voting.

Please turn overleaf for the Route Map



ROUTE MAP FOR THE 25TH ANNUAL GENERAL MEETING

