

# Mphasis Limited

CIN:L30007KA1992PLC025294



**Regd. Office:** Bagmane World Technology Center, Marathalli Outer Ring Road,  
Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048

**E-mail:** investor.relations@mphasis.com; **Website:** www.mphasis.com; **Telephone:** +91-080-67505000; **Fax:**+91-080-66959943

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Mphasis Limited will be held at 3:30 p.m. on Thursday, the 13 October 2016 at The Chancery Pavilion Hotel, No.135, Residency Road, Bangalore 560 025, India to transact the following **SPECIAL BUSINESS**:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and in compliance with Regulation 31A(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consequent to acquisition by Marble II Pte. Limited (Acquirer) of 60.47% of the total issued share capital of the Company from EDS Asia Pacific Holdings, EDS World Corporation (Far East) LLC and EDS World Corporation (Netherlands) LLC (together, Outgoing Promoters), the Outgoing Promoters having ceased to hold any shares in, or exercise any control over the Company and having ceased to be the Promoters of the Company, be and are hereby re-classified as non-promoters with effect from 1 September 2016.

**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 all such acts, deeds, things as may be necessary, in its absolute discretion, deem necessary, proper, desirable and to finalize any documents and writings related thereto.

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

**A SIVARAM NAIR**

Executive Vice President, Company Secretary,  
General Counsel & Ethics Officer

Place : Bengaluru, India

Date : 1 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 6695 9943

Website:www.mphasis.com; e-mail: Investor.relations@mphasis.com

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF OR 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.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the Notice.
3. 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 5 pm on 10 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.
4. The Notice is 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.

5. 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 EGM. 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 EGM.
6. 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.
7. The Chairman of the EGM shall at the end of discussion 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 EGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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 results of the voting forthwith.
9. 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) (<http://www.mphasis.com/CorporateGovernance.html>) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the declaration of results 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, CV Raman Nagar, Bengaluru-560093.
10. Members / Proxies are requested to bring their copy of the Notice and the Attendance Slip sent herewith, duly filled, to the EGM.
11. The identity / signature of the members holding shares in demat form is liable for verification with specimen signatures as may be furnished by NSDL / CDSIL, to the Company. Such members are advised to bring the relevant Identity Card issued by the Depository Participant.
12. Members are requested to notify any change in their address to the Company / Depository Participant as the case may be.
13. 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-560048.  
e-mail: [sivaram.nair@mphasis.com](mailto:sivaram.nair@mphasis.com) Ph: +91 (080) 67505000 Fax: +91 (080) 66959943.

OR

14. Integrated Enterprises (India) Limited Unit: Mphasis Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003. e-mail: [giri@integratedindia.in](mailto: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 Extraordinary General Meeting (EGM) 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 EGM ("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 EGM 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 casted 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 Saturday, 8 October 2016 at 9:00 AM and ends at 5:00 pm on Wednesday, 12 October 2016. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 6 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 Wednesday, 12 October 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, Company Secretary, General Counsel and Ethics officer at the registered office of the Company or may be e-mailed to [sivaram.nair@mphasis.com](mailto:sivaram.nair@mphasis.com).

6. The process and manner for remote e-voting are as under:

a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email 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.nsd.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@nagarajsp818.com](mailto:cs@nagarajsp818.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

(i) Initial password in the following form is enclosed with the attendance slip :

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

(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.nsd.com](http://www.evoting.nsd.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. Thursday, 6 October 2016.

11. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Thursday, 6 October 2016, such member may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [giri@integratedindia.in](mailto:giri@integratedindia.in).

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.nsd.com](http://www.evoting.nsd.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 EGM 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.

## **ANNEXURE TO THE NOTICE**

### **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.

Marble II Pte. Limited (Acquirer) on 1 September 2016 has completed its acquisition of 60.47% of the total issued share capital of the Company from EDS Asia Pacific Holdings, EDS World Corporation (Far East) LLC and EDS World Corporation (Netherlands) LLC (together, "Outgoing Promoters" or "Sellers") and the Outgoing Promoters have ceased to hold shares in, or exercise control over, the Company. Accordingly, the Acquirer is the sole promoter of the Company.

Pursuant to Regulation 31A (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and consequent to the sale of shares, the Sellers have requested the Company for re-classification as non- promoters and have confirmed and undertaken as follows:

1. each Seller together with the other Sellers (along with persons acting in concert with them), do not hold any shares in the Company;
2. none of the Sellers have any special rights in the Company through any formal or informal arrangements and, to the extent applicable, all shareholding arrangements granting any special rights to any of the Sellers have been terminated;
3. none of the Sellers are Key Managerial Persons of the Company; and
4. none of the Sellers, directly or indirectly, exercise control over the affairs of the Company.

The Board of Directors of the Company vide their resolution dated 1 September 2016 have noted and taken on record the re-classification of Outgoing Promoters as non-promoters. The re-classification of the Promoter of a listed company may be permitted subject to the approval of shareholders of the Company in a General Meeting. Accordingly, approval of shareholders is sought for re-classification of the Outgoing Promoters as non-promoters by means of an Ordinary Resolution.

#### **Interest of Directors and Key Managerial Personnel:**

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the proposed Resolution.

By order of the Board

For **Mphasis Limited**

**A SIVARAM NAIR**

Executive Vice President, Company Secretary,  
General Counsel & Ethics Officer

Place : Bengaluru, India

Date : 1 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 6695 9943

Website:www.mphasis.com; e-mail: Investor.relations@mphasis.com

# Mphasis Limited

CIN:L30007KA1992PLC025294



**Regd. Office:** Bagmane World Technology Center, Marathalli Outer Ring Road,  
Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048

**E-mail:** investor.relations@mphasis.com; **Website:** www.mphasis.com; **Telephone:** +91-080-6750 5000; **Fax:**+91-080-66959943

## EXTRAORDINARY GENERAL MEETING ATTENDANCE SLIP

I hereby record my presence at the Extraordinary General Meeting of the Company held at 3.30 pm on Thursday, 13 October 2016 at The Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru-560 025.

Name of Shareholder (Block Letters) .....

Signature of the Member(s) / Proxy / Authorised Representative\* .....

\* Strike off whichever 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 2:00 pm on the day of the Extraordinary General Meeting.

Remote e-voting period begins on	Saturday, 8 <sup>th</sup> October 2016 at 9:00 AM	
Remote e-voting period ends on	Wednesday, 12 <sup>th</sup> October 2016 at 5.00.p.m.	
Name of the Scrutinizer	Mr. S P Nagarajan (PCS No.4738)	
<b>EVEN</b> (Remote e-voting Event Number)	<b>USER ID</b>	<b>PASSWORD/PIN</b>
Help	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 <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free No.: 1800-222-990.	

# Mphasis Limited

CIN:L30007KA1992PLC025294



**Regd. Office:** Bagmane World Technology Center, Marathalli Outer Ring Road,  
Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048

**E-mail:** investor.relations@mphasis.com; **Website:** www.mphasis.com; **Telephone:** +91-080-6750 5000; **Fax:**+91-080-66959943

## EXTRAORDINARY GENERAL MEETING PROXY FORM

Name of the Member(s): \_\_\_\_\_

Registered Address : \_\_\_\_\_  
\_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No. / Client ID. : \_\_\_\_\_ DP ID. : \_\_\_\_\_

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

(1) Mr./Ms/M/s.: \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature\* : \_\_\_\_\_ or failing him/her

(2) Mr./Ms/M/s. : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature\* : \_\_\_\_\_ or failing him/her

(3) Mr./Ms/M/s.: \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature\* : \_\_\_\_\_ or failing him/her

*\*- signatures can 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 Extraordinary General Meeting of the Company to be held on Thursday, 13 October 2016 at 3.30 pm at The Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru-560 025, India and at any adjournment thereof in respect of resolution indicated below:

Description
Reclassification of Promoters

Signed this .....day of .....2016.

Affix  
Re.1/-  
Revenue  
Stamp

.....  
Specimen Signature of the Proxy

.....  
Specimen Signature of the Proxy

.....  
Specimen Signature of the Proxy

**Notes :**

- a. 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.
- b. Please note that a proxy cannot represent more than 50 members and more than 10% of the voting rights of the Company.

### Route Map for the Extraordinary General Meeting

