

04 November 2016

Manager- Listing
National Stock Exchange of India Ltd.
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

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 Fifth Annual General Meeting (AGM) dated 27 September 2016, with requisite majority at the AGM of the Company held on 4 November 2016 at 10:00 am at Vivanta by Taj, 41/3 Mahatma Gandhi Road, Bengaluru 560001.

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 27 September 2016, 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 4 November 2016 issued by Mr. S P Nagarajan, Practicing Company Secretary.

We further enclose herewith the Chairman address delivered at the 25th AGM of the Company held today.

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

Yours faithfully,
For Mphasis Limited


Subramanian Narayan
Vice President & Dy. Company Secretary



Encl: As above

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 RESULTS OF TWENTY FIFTH ANNUAL GENERAL MEETING HELD ON 4 NOVEMBER 2016
(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, 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 Fifth Annual General Meeting (AGM) of the Company held on 4 November 2016 at 10:00 am at Vivanta by Taj, 41/3 Mahatma Gandhi Road, Bengaluru 560001.

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 25th 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 Twenty Fifth AGM dated 27 September 2016, have been duly passed 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 2016, and the reports of the Directors' and Auditors' thereon.	177,780,559	-	3	Ordinary Resolution
Percentage	100	-	-	
Declaration of final dividend on equity shares	177,799,072	-	3	Ordinary Resolution
Percentage	100	-	-	
Ratification of Appointment of Statutory Auditors and to fix their remuneration	176,138,838	1,660,244	3	Ordinary Resolution
Percentage	99.07	0.93	-	
Appointment of Ms. Jan Kathleen Hier as an Independent Director	177,798,482	520	3	Ordinary Resolution
Percentage	100	-	-	
Appointment of Mr. Amit Dixit as a Director	175,270,008	2,506,956	3	Ordinary Resolution
Percentage	99.00	1.00	-	
Appointment of Mr. Amit Dalmia as a Director	176,909,237	889,755	3	Ordinary Resolution
Percentage	99.00	1.00	-	
Appointment of Mr. David Lawrence Johnson as a Director	175,270,008	2,506,956	3	Ordinary Resolution
Percentage	99.00	1.00	-	

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Resolution	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Appointment of Mr. Paul James Upchurch as a Director	176,897,402	889,755	3	Ordinary Resolution
Percentage	99.00	1.00	-	
Appointment of Mr. Dario Zamarian as a Director	176,909,247	889,735	3	Ordinary Resolution
Percentage	99.00	1.00	-	
Approval for payment of Remuneration by way of commission not exceeding 1% of the net profits of the Company to be paid to Non-Executive Directors	177,246,333	552,649	3	Special Resolution
Percentage	100	-	-	
Formulation of Mphasis Employee Stock Option Plan 2016 (ESOP 2016)	164,578,368	13,198,676	3	Special Resolution
Percentage	93.00	7.00	-	
Extending the ESOP 2016 to the eligible employees of the Subsidiaries	164,528,520	13,248,524	3	Special Resolution
Percentage	93.00	7.00	-	

For and on behalf of the Board



Sd/-

Balu Ganesh Ayyar
 Chief Executive Officer

Bangalore
 4 November 2016

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Voting Results of the 25th Annual General Meeting held on 04 November 2016

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

Description	Particulars
Date of AGM	04 November 2016
Total No. of Shareholders as on Record date*	28,973
No. of Shareholders present in meeting either in person or through Proxy:	
• Promoters and Promoter Group:	1
• Public:	335
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group:	
• Public	
* as at the cut off date 28 October 2016	
Whether Promoter/Promoter Group are interested in the agenda / resolution	No, the Promoters are not interested in the Resolutions.



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Agenda 1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2016, and the reports of the Directors' 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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,419,757	78.09	50,419,757	-	100	-
	Poll							
	Postal Ballot							
	Total	64,568,758	50,419,757	78.09	50,419,757	-	100	-
Public Non Institutions	E-voting	18,686,684	96,958	0.52	96,958	-	100	-
	Poll		155,400	0.83	155,400	-	100	-
	Postal -Ballot							
	Total	18,686,684	252,358	1.35	252,358	-	100	-
Total		210,363,886	177,780,559	84.51	177,780,559	-	100	-



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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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	50,438,280	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	64,568,758	50,438,280	78.12	50,438,280	-	100	-
Public Non Institutions	E-voting	18,686,684	96,948	0.52	96,948	-	100	-
	Poll		155,400	0.83	155,400	-	100	-
	Postal -Ballot							
	Total	18,686,684	252,348	1.35	252,348	-	100	-
Total		210,363,886	177,799,072	84.52	177,799,072	-	100	-


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Agenda 3. Ratification of Appointment of Statutory Auditors and to fix 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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	48,778,206	1,660,074	96.71	3.29
	Poll		-	-				
	Postal Ballot							
	Total	64,568,758	50,438,280	78.12	48,778,206	1,660,074	96.71	3.29
Public Non Institutions	E-voting	18,686,684	96,958	0.52	96,788	170	99.82	0.18
	Poll		1,55,400	0.83	1,55,400	-	100	-
	Postal -Ballot							
	Total	18,686,684	252,358	1.35	252,188	170	99.93	0.07
Total		210,363,886	177,799,082	84.52	176,138,838	1,660,244	99.07	0.93

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4. Appointment of Ms. Jan Kathleen Hier as an Independent Director.
Ordinary Resolution
Resolution required (Ordinary / Special)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	50,438,280	-	100	-
	Poll		-	-				
	Postal Ballot							
	Total	64,568,758	50,438,280	78.12	50,438,280	-	100	-
Public Institutions	E-voting	18,686,684	96,878	0.52	96,858	20	99.98	0.02
	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot							
	Total	18,686,684	252,278	1.35	251,758	520	99.79	0.21
Total		210,363,886	177,799,002	84.52	177,798,482	520	100	-

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Agenda 5. Approval of appointment of Mr. Amit Dixit 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 $(3) = \frac{[(2)/(1)] * 100}{(1)}$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)] * 100}{(2)}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)] * 100}{(2)}$
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,416,242	78.08	47,909,806	2506436	95.03	4.97
	Poll							
	Postal Ballot							
	Total	64,568,758	50,416,242	78.08	47,909,806	2,506,436	95.03	4.97
Public Non Institutions	E-voting	18,686,684	96,878	0.52	96,858	20	99.98	0.02
	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot							
	Total	18,686,684	252,278	1.35	251,758	520	99.79	0.21
Total		210,363,886	177,776,964	84.51	175,270,008	2,506,956	99.00	1.00

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Agenda 6. Approval of appointment of Mr. Amit Dalmia 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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Public Non Institutions	E-voting	18,686,684	96,868	0.52	96,848	20	99.98	0.02
	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot							
	Total	18,686,684	252,268	1.35	251,748	520	99.79	0.21
Total		210,363,886	177,798,992	84.52	176,909,237	889,755	99.00	1.00



Agenda 7. Approval of appointment of Mr. David Lawrence Johnson 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	127,108,444	127,108,444	100	127,108,444	-	100	-		
	Poll									
	Postal Ballot								Not Applicable	
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-		
Public Institutions	E-voting	64,568,758	50,416,242	78.08	47,909,806	25,06,436	95.03	4.97		
	Poll		-	-						
	Postal Ballot								Not Applicable	
	Total	64,568,758	50,416,242	78.08	47,909,806	2,506,436	95.03	4.97		
Public Non Institutions	E-voting	18,686,684	96,878	0.52	96,858	20	99.98	0.02		
	Poll		155,400	0.832	154,900	500	99.68	0.32		
	Postal -Ballot								Not Applicable	
	Total	18,686,684	252,278	1.35	251,758	520	99.79	0.21		
Total		210,363,886	177,776,964	84.51	175,270,008	2,506,956	99.00	1.00		

8. Approval of appointment of Mr. Paul James Upchurch as a Director.
Ordinary Resolution
Resolution required (Ordinary / Special)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $(3) = [(2)/(1)] * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $(6) = [(4)/(2)] * 100$	% of Votes against on votes polled $(7) = [(5)/(2)] * 100$
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Public Non Institutions	E-voting	18,686,684	85,033	0.46	85,013	20	99.98	0.02
	Poll		155400	0.83	154,900	500	99.68	0.32
	Postal -Ballot							
	Total	18,686,684	240,433	1.29	239,913	520	99.78	0.22
Total		210,363,886	177,787,157	84.51	176,897,402	889,755	99.00	1.00

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Agenda 9. Approval of appointment 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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot				Not Applicable			
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
	Poll							
	Postal Ballot				Not Applicable			
	Total	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Public Non Institutions	E-voting	18,686,684	96,858	0.52	96,858	-	100.00	-
	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot				Not Applicable			
	Total	18,686,684	252,258	1.35	251,758	500	99.80	0.20
Total		210,363,886	177,798,982	84.52	176,909,247	889,735	99.00	1.00


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Agenda 10. Approval for payment of remuneration by way of commission not exceeding 1% of the net profits of the Company to be paid to Non-Executive Directors

Resolution required (Ordinary / Special)	Special 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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,887,695	550,585	98.91	1.09
	Poll							
	Postal Ballot							
	Total	64,568,758	50,438,280	78.12	49,887,695	550,585	98.91	1.09
Public Non Institutions	E-voting	18,686,684	96,858	0.52	96,662	196	99.80	0.20
	Poll		155,400	0.832	153,532	1,868	98.80	1.20
	Postal -Ballot							
	Total	18,686,684	252,258	1.35	250,194	2,064	99.18	0.82
Total		210,363,886	177,798,982	84.52	177,246,333	552,649	100.00	0.00

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Agenda 11. Formulation of Mphasis Employee Stock Option Plan 2016 (ESOP 2016)

Resolution required (Ordinary / Special) Special 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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
	Poll							
	Postal Ballot							
	Total	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
Public Non Institutions	E-voting		96,958	0.52	92,534	4,424	95.44	4.56
	Poll		155,400	0.83	154,678	722	99.54	0.46
	Postal -Ballot							
	Total	18,686,684	252,358	1.35	247,212	5,146	97.96	2.04
Total		210,363,886	177,777,044	84.51	164,578,368	13,198,676	93.00	7.00


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 CIN: L30007KA1992PLC025294

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Agenda 12. Extending the ESOP 2016 to the eligible employees of the Subsidiaries

Resolution required (Ordinary / Special) Special 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	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot				Not Applicable			
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
	Poll							
	Postal Ballot				Not Applicable			
	Total	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
Public Non Institutions	E-voting	18,686,684	96,958	0.52	42,799	54,159	44.14	55.86
	Poll		155,400	0.832	154,565	835	99.46	0.54
	Postal -Ballot				Not Applicable			
	Total	18,686,684	252,358	1.35	197,364	54,994	78.21	21.79
Total		210,363,886	177,777,044	84.51	164,528,520	13,248,524	93.00	7.00


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

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 25th Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on the Friday, 4th November 2016 at 10:00 A.M. at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001

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 25th 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 12 of the Notice of the 25th AGM of the members of the Company dated 27th September 2016.

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 25th AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of 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 27th September 2016 convening the 25th 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 to be passed at 25th AGM of the Equity Shareholders of the Company held on the Friday, 4th November 2016.

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. Friday, 28th October 2016, were entitled to vote on the resolutions as set out in the Notice of the 25th 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 Monday, 31st October 2016 at 9:00 A.M. and concluded on Thursday, 3rd November 2016 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.

VOTING BY POLL AT THE 25TH 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 25th 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 25TH 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. Ramamurthy and Mr. D Prabhu 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 Friday, 4th November 2016 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 4th November 2016 on the results of remote e- voting and voting by poll at the venue of the 25th AGM on the resolutions contained in the Notice to the 25th 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 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.

Total Number of members voted	Total Number of votes cast
358	17,77,80,562

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	177625159	100.00	0	0	0
Voting by poll at AGM venue (in person or by proxy)	1,55,400		0		3
Total	17,77,80,559	100.00	0	0	3

The Resolution as mentioned in Item 1 of the Notice of the 25th 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
357	17,77,99,075

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	177643672	100.00	0	0	0
Voting by poll at AGM venue (in person or by proxy)	155400		0		3
Total	17,77,99,072	100.00	0	0	3



The Resolution as mentioned in Item 2 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 3: Ordinary Resolution

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-imbursement 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
358	17,77,99,085

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	175983438	99.07	16,60,244	0.93	0
Voting by poll at AGM venue (in person or by proxy)	155400		0		3
Total	17,61,38,838	99.07	16,60,244	0.93	3

The Resolution as mentioned in Item 3 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 4: Ordinary Resolution

4. 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 : 07360483), 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.

Total Number of members voted	Total Number of votes cast
357	17,77,99,005

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	177643582	100.00	20	0	0
Voting by poll at AGM venue (in person or by proxy)	154900		500		3
Total	17,77,98,482	100.00	520	0	3

The Resolution as mentioned in Item 4 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 5: Ordinary Resolution

5. 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: 01798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members voted	Total Number of votes cast
357	17,77,76,967

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	175115108	99.00	2506456	1.00	3
Voting by poll at AGM venue	154900		500		



(in person or by proxy)					
Total	17,52,70,008	99.00	25,06,956	1.00	3

The Resolution as mentioned in Item 5 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 6: Ordinary Resolution

6. 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: 05313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members voted	Total Number of votes cast
356	17,77,98,995

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	176754337		889255		0
Voting by poll at AGM venue (in person or by proxy)	154900	99.00	500	1.00	3
Total	17,69,09,237	99.00	8,89,755	1.00	3

The Resolution as mentioned in Item 6 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 7: Ordinary Resolution

7. 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: 07593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.



Total Number of members voted	Total Number of votes cast
357	17,77,76,967

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	175115108	99.00	2506456	1.00	0
Voting by poll at AGM venue (in person or by proxy)	154900		500		3
Total	17,52,70,008	99.00	25,06,956	1.00	3

The Resolution as mentioned in Item 7 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 8: Ordinary Resolution

8. 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: 07593638), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members voted	Total Number of votes cast
355	17,77,87,160

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	176742502	99.00	889255	1.00	3
Voting by poll at AGM venue (in person or by proxy)	154900		500		
Total	17,68,97,402	99.00	8,89,755	1.00	3

The Resolution as mentioned in Item 8 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.



Item 9: Ordinary Resolution

9. 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 : 07599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members voted	Total Number of votes cast
356	17,77,98,985

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	176754347		889235		0
Voting by poll at AGM venue (in person or by proxy)	154900	99.00	500	1.00	3
Total	17,69,09,247	99.00	8,89,735	1.00	3

The Resolution as mentioned in Item 9 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 10: Special Resolution

10. 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 (Rs. 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.

Total Number of members voted	Total Number of votes cast
356	17,77,98,985

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	177092801	100.00	550781	0	0
Voting by poll at AGM	153532		1868		3



venue (in person or by proxy)					
Total	17,72,46,333	100.00	5,52,649	0	3

The Resolution as mentioned in Item 10 of the Notice of the 25th AGM stands passed with requisite majority as a special resolution.

Item 11: Special Resolution

11. 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 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 Rs.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.

Total Number of members voted	Total Number of votes cast
358	17,77,77,047

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	164423690		13197954		0
Voting by poll at AGM venue (in person or by proxy)	154678	93.00	722	7.00	3
Total	16,45,78,368	93.00	1,31,98,676	7.00	3

The Resolution as mentioned in Item 11 of the Notice of the 25th AGM stands passed with requisite majority as a special resolution.

Item 12: Special Resolution

12. 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 the Notice of AGM 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.

Total Number of members voted	Total Number of votes cast
358	17,77,77,047

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	164373955	93.00	13247689	7.00	0
Voting by poll at AGM venue (in person or by proxy)	154565		835		3
Total	16,45,28,520	93.00	1,32,48,524	7.00	3

The Resolution as mentioned in Item 12 of the Notice of the 25th AGM stands passed with requisite majority as a special 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 25th 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 black ink, appearing to be "S.P. Nagarajan".

S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore

Dated: 4th November 2016

Chairman of the Meeting
(for the 25th Annual General
Meeting held on 4th November
2016) / Director



Chairman's Speech

Good morning Ladies and Gentlemen.

I am delighted to welcome all of you to the twenty fifth Annual General Meeting of your Company.

FY 2016 was a wonderful year for your Company. Your Company has entered its 25th year since inception. Congratulations! Also, the world's largest Private Equity (PE) firm - Blackstone entered into a definitive agreement with Hewlett Packard Enterprise (HPE) to buy majority stake in your Company.

However, before I start talking about it, may I introduce to you our new fellow Board members; let me start with the only lady on the team Ms Jan Kathleen Hier, joined the Board of Mphasis in December 2015. Ms. Hier-King is currently a partner with a start-up -Bicycle Financial. Formerly, she was the Executive Vice President at Charles Schwab. She is an independent Director and Chairperson of the Nomination & Remuneration Committee.

We have a five board members nominated from our new equity partner Blackstone, who have joined the Board of Mphasis in September 2016.

- Amit Dixit
 - Mr. Dixit is a Senior Managing Director and Co-Head of Private Equity in India, based in Mumbai. Since joining Blackstone in 2007, Mr. Dixit has been involved with various investments and investment opportunities in India and South Asia
- Amit Dalmia
 - Mr. Dalmia is an Executive Director in the Corporate Private Equity group in Blackstone and is based in Mumbai. Mr. Dalmia has primarily been involved in creating and driving value added initiatives across Blackstone portfolio companies in India
- Paul James Upchurch
 - Mr. Upchurch leads the Enterprise Systems function within Blackstone's Portfolio Operations group. He works with senior leadership to drive high performance outcomes through the effective implementation of enterprise systems and business operating models across over 50 Blackstone portfolio companies.
- David Lawrence Johnson (Dave Johnson)
 - Mr. Johnson is a senior advisor to Blackstone, where he has led many of their Private Equity technology investments



- Dario Zamarian
 - Mr. Zamarian is a senior business executive with broad experience in the IT industry focusing on cloud software, networking, information security, systems management and IT services.

Other board members you have met already are:

- Ganesh Ayyar, CEO and Executive Director
- N Kumar, Independent Director and Chairman of Audit Committee

Highlights of the year gone by

The Blackstone Group, one of the world's leading investment firms purchased 100% of HPE's stake in Mphasis for INR 430 per share, or approximately \$825 million. This is the largest investment ever to be done by a PE firm in India. Being valued by world's largest PE is indeed a momentous occasion for all of us.

I am delighted as this deal brings in three key components: Predictability, Stability and Acceleration for your company.

Predictability and Stability:

This transaction has a Master Sales Agreement (MSA) in place with HPE which provide a minimum revenue guarantee of \$990 million over the next five years. Further, there is an auto renewal for another six years giving us an eleven year runway. Your Company has also been included in HPE's Preferred Provider Program opening up significant additional opportunities.

Acceleration:

In addition, this transaction provides us access to Blackstone's portfolio of companies globally. Blackstone's portfolio of companies globally have an IT spend of about \$1billion which becomes our addressable market. The litmus test is: 'How much of it are we able to garner?' Our track record in Direct Core, where we have grown faster than the market, with laser focus on new-generation services such as Digital, Governance Risk and Compliance (GRC) and new- age Infrastructure Services (IS) gives us the vigor and confidence to win a significant part of this \$1 billion.

This transaction is a game changer for your Company and I am enthused about the business prospects and very confident about our execution strategy.

Q2 FY 2017

Last evening we announced our Q2 FY 2017 earnings results:

- Our profitability has improved over the past four quarters. Operating margins expanded 150 bps YoY to 15.3%



- Our Earnings Per Share grew by 10.6% YoY to INR 10.04
- Robust new deal wins continue with \$83 million TCV in Direct International business of which 44% are in new generation services
- Net profit improves by 170 bps YoY to 14.3%; adjusted for one time cost pursuant to HP stake sale to Blackstone
- Our cash generation continues to be strong. We generated operating cash of INR 3,417 million during the quarter taking the total cash balance to INR 33,615 M at the end of Sep-16
- For the first time in over 20 quarters, we have witnessed a 1.5% QoQ growth in revenues from HPE.

We are delivering strong operating performance, having had consecutive quarters of earnings/profitable growth and increased cash balance. This demonstrates our resilient business model focused on both revenue growth and profitability.

Now, for the good news - Dividend

The Board of Directors has recommended a final dividend of Rs. 20 per equity share of Rs.10/- each for the twelve month financial year ended 31st March 2016, subject to your approval in this Meeting.

Corporate Social Responsibility (CSR)

Mphasis CSR activities are being carried out through Mphasis F1 Foundation. Your Company has a CSR Policy as required under the provisions of law and the same is hosted on the website of the Company (www.mphasis.com). The CSR Committee of the Board approves the CSR Budget and monitors the implementation of the CSR Policy.

The CSR Committee comprises of Mr. Balu Ganesh Ayyar, Mr. N Kumar, Mr. Amit Dalmia and myself as its members. As required under the Companies Act, 2013, the CSR Report forms part of the Annual Report that has been made available to you.

At Mphasis, we understand the need to impact our societies beyond the world of business. As front-runners in technology related-solutions, our efforts in corporate social responsibility hone in on these strengths- bringing 'disruptive' technologies into the realms of education, livelihood and inclusion.

In keeping with our brand promise of "Unleash the Next", our efforts in Corporate Social Responsibility have been focused on employing disruptive technologies and operational models to solve social problems in the areas of education, livelihood and inclusion.



In 2015-16, Mphasis spent a total of INR 123.7 Million on CSR Programmes in partnership with a network of credible, high performing NGO implementation partners. The efforts are directed at improving English learning outcomes for over 4000 government school children, equipping around 2000 youth with employable skills and ensuring digital inclusion of more than 300 traditional handloom weavers, over the next two years. Additionally, 25 disaster resilient homes and 50 sanitation facilities are being constructed for families affected by the Chennai floods of 2015.

Mphasis' CSR programs are executed through its philanthropic arm, Mphasis F1 Foundation, and expand across its geographies of operation as well as disaster affected regions across India.

Closing comments

We have created a strong momentum in our business in fiscal 2016, positioning us well for continued growth and market leadership. With Blackstone as the equity partner and HPE as a business partner, there is an opportunity to position Mphasis in the top quadrant of growth and value.

I would like to thank our Customers, Leadership Team and all of our Employees for their commitment, effort and initiative. I also thank you for your support as a Shareholder.

Thank you.

Chairman – 25th Annual General Meeting

Mr. Davinder Singh Brar

