

MPHASIS LIMITED
DECLARATION OF RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 13 OCTOBER 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 the resolution as set out in the Notice of Extraordinary General Meeting (EGM) dated 1 September 2016.

The members have approved the re-classification of EDS Asia Pacific Holdings, EDS World Corporation (Far East) LLC and EDS World Corporation (Netherlands) LLC (together, Outgoing Promoters) as the Non- Promoters by means of an Ordinary Resolution through e-voting, ended at 5.00 P.M on Wednesday, 12 October 2016 and physical ballot at the Extraordinary General Meeting (EGM) held on 13 October 2016 at 3.30 pm at The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru -560025.

Mr. S P Nagarajan, Practicing Company Secretary, was appointed as the Scrutinizer for scrutinizing the e-voting facility (Remote e-voting) and conducting Physical Ballot process.

The Scrutinizer has submitted the report after completion of the scrutiny of the physical ballots cast at the Extraordinary General Meeting and votes cast through e-voting. The Summary of the scrutinizer's report is as below:

i) **Votes in favour of the resolution**

Mode of Voting	No. of valid votes cast	% to total valid vote cast
Remote e-voting	54,385,713	29.92
Voting by ballot	127,410,613	70.08
Total	181,796,326	100.00

ii) **Votes in against of the resolution**

Mode of Voting	No. of valid votes cast	% to total valid vote cast
Remote e-voting	2	-
Voting by ballot	100	-
Total	102	-

On basis of the above results, it is announced that the Resolution as set out in the Notice dated 1 September 2016 have been duly passed by the shareholders as an Ordinary Resolution with the requisite majority. The breakup of the voting pattern as per the requirements of the Listing Regulations is annexed.

For and on behalf of the Board




Balu Ganesh Ayyar
Chief Executive Officer

AS
 Bangalore
 13 October 2016

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

Voting Results of the Extraordinary General Meeting held on 13 October 2016

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

Description	Particulars
Date of EGM	13 October 2016
Total No. of Shareholders as on Record date*	28,178
No. of Shareholders present in meeting either in person or through Proxy:	
• Promoters and Promoter Group:	1
• Public:	139
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group:	
• Public	

* As at the cutoff date i.e. 6 October 2016.

Agenda:	To reclassify EDS Asia Pacific Holdings, EDS World Corporation (Far East) LLC and EDS World Corporation (Netherlands) LLC (together, Outgoing Promoters) as the Non-Promoters with effect from 1 September 2016
Resolution required (Ordinary / Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda / resolution	No, the Current Promoters are not interested in the Resolution.




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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 $(7) = [(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and promoter group	E-voting	127,108,444						
	Poll		127,108,444	100	127,108,444	-	100	-
	Postal Ballot							
	Total	127,108,444	127,108,444	100	127,108,444	-	100	-
Public Institutions	E-voting	64,831,496	49,518,247	76.38	49,518,247	-	100	-
	Poll		275,000	0.42	275,000	-	100	-
	Postal Ballot							
	Total	64,831,496	49,793,247	76.80	49,793,247	-	100	-
Public Non Institutions	E-voting	18,313,791	4,867,468	26.58	4,867,466	2	100	-
	Poll		27,269	0.15	27,169	100	99.63	0.37
	Postal -Ballot							
	Total	18,313,791	4,894,737	26.73	4,894,635	102	100	-
	Total	210,253,731	181,796,428	86.47	181,796,326	102	100	-



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

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47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
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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 Extra Ordinary General Meeting (EGM) of the Equity Shareholders of Mphasis Limited held on the Thursday, 13th October 2016 at 3.30 P.M. at The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru - 560 025

Dear Sir,

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

- i) the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;
- ii) voting by poll at the venue of the Extra Ordinary General Meeting (EGM) 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 EGM) 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 resolution set out in the Notice under Item number 1 of the Notice of the EGM of the members of the Company dated 1st 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 EGM on the resolution proposed in the Notice of the EGM 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 resolution contained in the Notice of EGM, based on the reports generated from the e- voting system provided by NSDL and voting conducted by poll at the venue of the EGM and the authorizations / proxies lodged with the Company.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 1st September 2016 convening the Extra Ordinary General Meeting (EGM) 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 resolution for being passed at the EGM of the Equity Shareholders of the Company held on Thursday, 13th October 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. Thursday, 6th October 2016, were entitled to vote on the resolution as set out in the Notice of the EGM 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 five days which commenced on Saturday, 8th October 2016 at 9:00 A.M. and concluded on Wednesday, 12th October 2016 at 5:00 P.M. on <https://www.evoting.nsd.com/>

VOTING BY POLL AT THE EGM:

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 EGM.

At the said EGM 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 casted their votes through remote-e-voting to record their votes through the poll process.



COUNTING PROCESS:

i) POLL AT THE VENUE OF EGM:

- 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. Eswaran Babu S and Mr. L Lakshminarayanan 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 Thursday, 13th October 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 13th October 2016 on the results of remote e-voting and voting by poll at the venue of the EGM on the resolution contained in the Notice to the EGM 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 EGM as under:-



Item 1: Ordinary Resolution

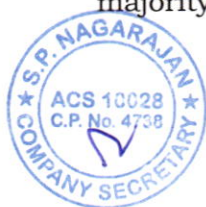
RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and applicable provisions if any of the Companies Act, 2013 and in compliance with Regulation 31A(5) of the SEBI (Listing Obligations and Disclosures Requirements) 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 promoters of the Company, be and are hereby re-classified as non-promoters with effect from 1st 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.

Total Number of members voted	Total Number of votes cast
341	18,18,23,262

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	5,43,85,713	100	2	0	0
Voting by poll at EGM venue (in person or by proxy)	12,74,10,613	100	100	0	26,834
Total	18,17,96,326	100	102	0	26,834

The Resolution as mentioned in the Notice of the EGM stands passed with requisite majority as an ordinary resolution.



I hereby confirm that the relevant records in respect of the votes cast through e-voting and voting by poll at the venue of EGM 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 EGM 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



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 13th October 2016

Chairman of the Meeting
(for the Extra Ordinary General
Meeting held on 13th October
2016) / Director

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

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
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REPORT OF SCRUTINIZER

[Remote e - Voting]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman of Extra Ordinary General Meeting (EGM) of the Equity Shareholders of Mphasis Limited held on the Thursday, 13th October 2016 at 3.30 P.M. at
The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru - 560 025

Dear Sir,

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

- i) the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made thereunder (including any amendment thereto 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 resolution set out in the Notice under Item number 1 to the Notice of the EGM of the members of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolution proposed in the Notice of the EGM of the Company is the responsibility of the Company's management.

My responsibility as a Scrutinizer is to render the Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, if any on the resolution contained in the Notice of EGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), in tandem with the reconciliation of the records maintained by the Company / Integrated Enterprises (India) Limited (Registrar and Share Transfer Agent (RTA) of the Company).



DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 1st September 2016 convening the Extra Ordinary General Meeting (EGM) along with 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 resolution to be passed at the EGM of the Equity Shareholders of the Company held on the Thursday, 13th October 2016.

CUT-OFF DATE:

The voting rights were reckoned as on Thursday, 6th October 2016, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting.

REMOTE E-VOTING:

The Company has availed services of NSDL as the agency for providing the remote e-voting platform.

The remote e-voting period was open for five days which commenced on Saturday, 8th October 2016 at 9:00 A.M. and concluded on Wednesday, 12th October 2016 at 5:00 P.M. on <https://www.evoting.nsdl.com/>

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Thursday, 13th October 2016 in the presence of two witnesses Ms. Pallavi B Kaveri & Ms. Priyanka Sethia, Members of 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 submit herewith my scrutinizer's report on the results of voting through remote e-voting as under:-

Item 1: Ordinary Resolution

RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosures 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 Disclosures 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 promoters of the Company, be and are hereby re-classified as non-promoters with effect from 1st 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.

Total Number of members participated through remote e-voting	Total Number of votes cast
267	5,43,85,715

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	5,43,85,713	100	2	0	0
Total	5,43,85,713	100	2	0	0

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting, 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 EGM 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



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 13th October 2016

Chairman of the Meeting
(for the Extra Ordinary General Meeting held on 13th October 2016)/ Director

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

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FORM No. MGT-13
Report of Scrutinizer
Physical voting at the venue of EGM

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of Extra Ordinary General Meeting (EGM) of the Equity Shareholders of
Mphasis Limited held on the Thursday, 13th October 2016 at 3.30 P.M. at
The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru - 560 025

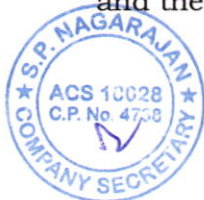
Dear Sir,

I, S P Nagarajan, Company Secretary in Practice, appointed as the Scrutinizer for the purpose of the Poll (Physical voting at the venue of EGM) taken on the resolution contained in the Notice of the Extra Ordinary General Meeting (EGM) of the members of Mphasis Limited (the Company) held on the Thursday, 13th October 2016 at 3:30 P.M. at The Chancery Pavilion Hotel, No. 135, Residency Road, Bengaluru - 560 025 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014], 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, submit my report as under:

1. At the said EGM of the members of the Company, the Chairman of the Meeting had called for a Poll (physical voting at the venue of EGM) to facilitate the members present at the meeting who could not cast their votes through e-voting to record their votes through the poll process.
2. 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.

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. Eswaran Babu S and Mr. L Lakshminarayanan of Bangalore.

3. 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.



4. The poll papers, which were incomplete and/or which were otherwise found
- defective have been treated as invalid and kept separately.

5. The result of the Poll is as under:

Item 1: Ordinary Resolution

RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosures 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 Disclosures 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 promoters of the Company, be and are hereby re-classified as non-promoters with effect from 1st 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.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
74	12,74,37,547

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	12,74,10,613	100

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	26,834



6. A Compact Disk (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary or any other person authorized by the Board for this purpose for safe keeping.

Thanking you,
Yours faithfully



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 13th October 2016

Chairman of the Meeting
(for the Extra Ordinary General
Meeting held on 13th October
2016) / Director