

## DECLARATION OF POSTAL BALLOT RESULTS

A Notice pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 was sent to the shareholders of the Company seeking their approval for the following Ordinary Resolution by means of postal ballot (including e-voting):

**Ordinary Resolution :** To enter into an *Amended and Re-stated Standard Services Agreement ("HPE Agreement")* with Hewlett Packard Enterprise Co., Palo Alto, USA ("HPE"), for availing and/or rendering services to HPE, its subsidiaries, group companies, and associates.

The Board of Directors, vide its resolution dated 15 April 2016, appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot (including e-voting) process. The Scrutinizer has submitted the report after completion of the scrutiny of the postal ballot forms received and e-voting cast by the shareholders up to 5.00 P.M on Saturday, the 21 May 2016. Summary of the scrutinizer's report is as below :

Description	No. of Ballot Forms	No. of Shares
Total number of ballot forms received*	579	55,180,182
Less : Total postal ballot forms rejected**	24	4,080
<b>Total valid postal ballot forms</b>	<b>555</b>	<b>55,176,102</b>

\*includes votes casted through e-voting

\*\*postal ballots have been rejected where there is signature mismatch or where the Ballot forms has not been signed or where the appropriate column is not ticked as per instruction casted through both e-voting & physical mode.

	Ordinary Resolution		
	No. of Voters	No. of Votes***	% of Votes
Assent	540	55,175,457	<b>99.9988</b>
Dissent	15	645	<b>0.0012</b>
<b>TOTAL</b>	<b>555</b>	<b>55,176,102</b>	<b>100.0000</b>

\*\*\* one vote corresponds to one share

On basis of the above results, it is announced that the Ordinary Resolution as set out in the Notice dated 15 April 2016 have been duly passed by the shareholders as an Ordinary Resolution with requisite majority. The breakup of the voting pattern as per the requirements of the Listing Regulation is annexed.

**By Order of the Board**




**A Sivaram Nair**

EVP, Company Secretary,  
General Counsel and Ethics Officer

Bangalore  
23 May 2016

**Mphasis Limited, An HP Company**

**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

[www.mphasis.com](http://www.mphasis.com)

**Annexure to the declaration of the Postal Ballot Results dated 23 May 2016**

Description	Particulars
Date of <del>AGM/EGM</del> Postal Ballot	15 April 2016
Total No. of Shareholders as on Record date	28,511
No. of Shareholders present in meeting either in person or through Proxy:	Not Applicable
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group:</li> <li>• Public:</li> </ul>	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group:</li> <li>• Public</li> </ul>	
<b>Agenda:</b>	To enter into an <i>Amended and Re-stated Standard Services Agreement ("HPE Agreement")</i> with Hewlett Packard Enterprise Co., Palo Alto, USA ("HPE"), for availing and/or rendering services to HPE, its subsidiaries, group companies, and associates
<b>Resolution required (Ordinary / Special)</b>	Ordinary
<b>Whether Promoter/Promoter Group are interested in the agenda / resolution</b>	Yes


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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 (Refer Note 1)	E-voting	127,106,266	-	-	-	-	-	-
	Poll							
	Postal Ballot							
	<b>Total</b>							
Public Institutions	E-voting	66,413,793	50,209,114	75.60	50,209,114	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>		275,000	0.41	275,000	-	100	-
Public Non Institutions	E-voting	16,667,058	4,675,809	28.05	4,675,620	189	99.9960	0.0040
	Poll							
	Postal -Ballot							
	<b>Total</b>		16,179	0.10	15,723	456	97.1815	2.8185
	<b>Total</b>	<b>210,187,117</b>	<b>55,176,102</b>	<b>26.25</b>	<b>4,691,343</b>	<b>645</b>	<b>99.9863</b>	<b>0.0137</b>
<b>Total</b>			<b>55,175,457</b>	<b>26.25</b>	<b>55,175,457</b>	<b>645</b>	<b>99.9988</b>	<b>0.0012</b>

**Notes:**

The Promoters and other related parties did not vote on the resolution pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The % of votes polled on non-related party shareholding is 66.44%.

