

14 August 2017

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

Dear Sir/Madam,

**Sub: Submission of Proceedings of the Twenty Sixth Annual General Meeting**

Pursuant to Regulation 30 of the SEBI(Listing Obligation and Disclosure Requirements)Regulations,2015, we enclose herewith the copy of proceedings of the Twenty Sixth Annual General Meeting of the Company held on 26 July,2017 at 10.30 am at The Chancery Pavilion Hotel,No.135,Filed Marshal Cariappa Road(Residency Road),Bengaluru-560025,Karnataka,India.

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

Thanking You,

Yours faithfully,  
**For Mphasis Limited**



**A Sivaram Nair**  
**EVP, Company Secretary**  
**General Council & Ethics Officer**



Encl: As above 

**MINUTES OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MPHASIS LIMITED HELD ON WEDNESDAY, THE 26 JULY 2017 AT 10:30 AM AT THE CHANCERY PAVILION HOTEL, NO.135, FIELD MARSHAL CARIAPPA ROAD (RESIDENCY ROAD), BENGALURU- 560 025, KARNATAKA, INDIA.**

**Time of Commencement: 10:30 am**

**Time of conclusion of meeting: 12:15 pm**

**DIRECTORS PRESENT**

Mr. Davinder Singh Brar	Chairman (Chairman of the Stakeholders Relationship Committee)
Mr. Nitin Rakesh	Chief Executive Officer
Mr. Narayanan Kumar	Director (Chairman of the Audit Committee)
Ms. Jan Kathleen Hier	Director (Chairperson of the Nomination and Remuneration Committee)
Mr. Amit Dixit	Director
Mr. Amit Dalmia	Director

**IN ATTENDANCE**

Mr. A Sivaram Nair	EVP, Company Secretary, General Counsel & Ethics Officer
Mr. V Suryanarayanan	EVP & Chief Financial Officer
Mr. Adarsh Ranka	Partner, SR & Batliboi
Mr. S P Nagarajan	Secretarial Auditor and Scrutinizer for Voting

As per the attendance slips registered at the meeting, 311 members were personally present including the representatives of Body Corporates. There were 7 proxies present at the meeting representing 39 shares. The quorum was present throughout the meeting.

The meeting was called to order by the Chairman at 10:30 a.m. after ascertaining that the requisite quorum for the meeting was present. The Notice convening the meeting was taken as read with the permission of the members present. The Chairman informed the members that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts or arrangements in which directors are interested, the Certificate received from the Auditors of the Company under SEBI (Share Based Employee Benefits) Regulations, 2014, Statutory Auditor's Report, Secretarial Audit Report, Minutes of the General Meeting were placed at the meeting and were open for inspection of the members throughout the meeting.

The Chairman, welcomed the members to the twenty sixth Annual General Meeting of the Company and introduced himself and other directors present on the dais, to the members and informed reason for absence of Mr. David Lawrence Johnson, Mr. Dario Zamarian and Mr. Paul Upchurch from the meeting. The Chairman further informed the members that the Statutory Auditors of the Company and Secretarial Auditor and Scrutinizer were present at the meeting.

Thereafter, the Chairman proceeded with his address to the Shareholders. In his speech, he introduced the new Chief Executive Officer of the Company to the shareholders, briefed them on the key highlights for the year ended 31 March 2017, Corporate Social Responsibility initiatives undertaken during the said year and the dividend proposed.

Thereafter, the Chairman requested, Mr. A Sivaram Nair, Company Secretary & General Counsel, to read the Auditors' Reports. With the consent of the members present, the Auditors' Report including the annexures thereof was taken as read.

Mr. A Sivaram Nair briefed the members on the voting facility provided and the procedure to be followed for voting at the meeting. He, inter-alia, requested the members who had not participated in voting through e-voting to vote physically at the end of the meeting at the ballot stations placed inside the hall, after physical voting had been ordered by the Chairman for the resolutions.

**For Mphasis Limited**

**CERTIFIED TRUE COPY** Mphasis Limited Minutes of the Annual General Meeting held on 26 July 2017

  
**A. Sivaram Nair**  
Executive Vice President,  
Company Secretary,  
General Counsel & Ethics Officer



CHAIRMAN'S  
INITIAL





He further mentioned that the shareholders could participate in the discussion on the items of business once the discussion was invited by the Chairman.

The shareholders were further informed that the voting results would be disseminated on the receipt of Scrutinizer's Report, within 2 days of the AGM, by displaying it on the Notice Board at the registered office, Notice Board at the Corporate Office of the Company, on the websites of the Company ([www.mphasis.com](http://www.mphasis.com)) and National Securities Depository Limited (<https://nsdl.co.in>) and by sending it to the Stock Exchanges.

Thereafter, Mr. A Sivaram Nair requested the Chairman to resume the proceedings.

The Chairman took up the first item on the agenda relating to adoption of accounts.

1. **ADOPTION OF CONSOLIDATED AND STANDALONE FINANCIAL STATEMENTS OF THE COMPANY COMPRISING OF AUDITED BALANCE SHEET AS AT 31 MARCH 2017, THE STATEMENT OF PROFIT & LOSS, STATEMENT OF CHANGES IN EQUITY AND STATEMENT OF CASH FLOWS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD AND AUDITORS' THEREON**

The Chairman proposed the following Ordinary Resolution and requested the members to raise questions that they may have on the audited accounts and other items of business of the meeting.

**RESOLVED THAT** the Consolidated and Standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31 March 2017, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year ended on that date, together with the Reports of the Board and Auditors' thereon be and are hereby received, considered and adopted.

*The members welcomed new Chief Executive Officer of the Company and applauded the Awards and Accolades won during the year ended 31 March 2017.*

*The queries from the members inter-alia covered the following:*

- Possibility of bonus issue considering increase in the reserves;
- Reason for marginal reduction in revenue;
- Status of performance of subsidiary Companies and their impact on the Company's performance;
- Steps being taken to improve the performance of Digital Risk and Wyde;
- Reason for increase in receivables;
- issues in CEO transition;
- the reasons for unclaimed shares and steps taken by the Company to reduce the unclaimed dividend;
- details of return on the mutual fund investments;
- proposal for any new acquisition by the Company;
- Transfer pricing mechanism for transaction with HPE and its subsidiaries;
- Non-receipt of annual report.

*The shareholders suggested that the Company provide last ten years performance highlights in the Annual Report and to initiate the CSR activities of the Company in the new areas, which were noted.*

*The Chairman responded to the queries raised by the members.*

*The Chairman, inter-alia, informed the members that direct international revenue had grown during the year and the revenue decline was due to decline in the revenues from HP/DXC business. Responding to the query regarding unclaimed suspense shares, the Chairman informed the members that the unclaimed shares were the shares issued under the Initial Public Offer and bonus issues by the Company which were returned undelivered. Regarding Unclaimed dividend, he informed the members that the Company sends regular reminders for such cases to the shareholders and any such*



unclaimed dividend shall be remitted to the Central Government as per the provisions of the Companies Act, 2013. Regarding the query on reserves and surplus funds, the Chairman explained to the members that the Company had utilized some of the surplus funds for special dividend declared last year and for the buyback. He further informed that Company had invested surplus cash in mutual funds to ensure good returns till there is an opportunity for growth and expansion. Regarding the query on transfer pricing arrangement for transactions with Hewlett Packard Enterprises (HPE), the Chairman informed the members that the transfer pricing mechanism in place had been approved by the shareholders earlier. Regarding the performance of Digital Risk and Wyde, the Chairman informed that the management has taken steps to improve the performance of Digital Risk and Wyde. Responding to the query on CEO transition, the Chairman confirmed that the transition was very smooth.

Responding to the queries on CSR, the Chairman explained about the CSR focus areas chosen by the Company and informed the members that the Company had spent Rs.133.60 Million, i.e. 102.06% of the mandated spent, in FY 2017. He further informed the members that the Company would endeavor to create an impact in the chosen CSR focus areas in the long term.

Mr. Nitin Rakesh, CEO, informed the members about the changing technology landscape of the IT Industry. He informed the members that the Company has been winning new deals in the digital space.

The Chairman and the CEO expressed their gratitude to the members for their appreciation, and support.

Thereafter, the Chairman moved the resolution further:

Mr. Ashok Chakravarty proposed the Ordinary Resolution.

Mr. Sampangirama N seconded the resolution.

The Chairman ordered a Physical Ballot to be conducted at the end of the meeting.

**As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 99.99% majority.**

## 2. DECLARATION OF DIVIDEND

The Chairman informed the members that the Board had recommended a dividend of ₹17/- per equity share of ₹10/- each (at the rate of 170%) for the year ended 31 March 2017 and next item of business related to declaration of dividend by means of an Ordinary Resolution.

Mr. T N Ramakrishna proposed the following Ordinary Resolution:

**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of ₹17/- per equity share of ₹10/- each be and is hereby declared for the financial year ended 31 March 2017, to the equity shareholders of the Company whose names appear in the Register of Members as on 14 July 2017.

Mr. S Ashok Chakravarthi seconded the resolution.

The Chairman ordered a Physical Ballot to be conducted at the end of the meeting.

**As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 99.99% majority.**



### 3. RE-ELECTION OF MR. PAUL JAMES UPCHURCH AS A DIRECTOR

The Chairman informed the shareholders that the next item of business related to re-election of Mr. Paul James Upchurch as a director of the Company by means of an Ordinary Resolution.

Mr. Sundaresan S proposed the following Ordinary Resolution:

**RESOLVED THAT** Mr. Paul James Upchurch, director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as a director of the Company whose period of office shall be liable for retirement by rotation.

Mr. T V Gururaja seconded the resolution.

The Chairman ordered a Physical Ballot to be conducted at the end of the meeting

*As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 99.68% majority.*

### 4. RE-ELECTION OF MR. DARIO ZAMARIAN AS A DIRECTOR

The Chairman informed the shareholders that the next item of business related to re-election of Mr. Dario Zamarian as a director of the Company by means of an Ordinary Resolution.

Mr. Channabasappa C Jaliyal proposed the following Ordinary Resolution:

**RESOLVED THAT** Mr. Dario Zamarian, director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as a director of the Company whose period of office shall be liable for retirement by rotation.

Mr. T V Gururaja seconded the resolution.

The Chairman ordered a Physical Ballot to be conducted at the end of the meeting

*As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 99.51% majority.*

### 5. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

The Chairman informed the shareholders that the next item of business related to ratification of appointment of the Statutory Auditors of the Company and fixing of their remuneration by means of an Ordinary Resolution. The Chairman further explained that the Statutory Auditors were appointed for 3 consecutive terms ending with conclusion of 27th Annual General Meeting subject to the ratification by the shareholders annually.

Mr. Sampangirama N proposed the following Ordinary Resolution:

**RESOLVED THAT** pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 24th Annual General Meeting appointing the Statutory Auditors till the conclusion of 27th Annual General Meeting, the Company hereby ratifies the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W), as the Statutory Auditors of the Company, till the conclusion of next Annual General Meeting, at a



remuneration to be fixed by the Audit Committee/Board of Directors of the Company, in addition to re-imburement of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Mr. T N Ramakrishna seconded the resolution.

The Chairman ordered a Physical Ballot to be conducted at the end of the meeting

***As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 99.99% majority.***

**6. APPROVAL OF APPOINTMENT OF MR. NITIN RAKESH AS A DIRECTOR AND FURTHER AS A CEO AND WHOLE TIME DIRECTOR**

The Chairman informed the shareholders that the next item of business related to appointment of Mr. Nitin Rakesh as a director and further as the CEO and Whole time Director. He informed the shareholders that Mr. Nitin Rakesh was appointed as an additional director and further as the Chief Executive Officer(CEO) and Whole time Director of the Company for a period of 5 years with effect from 29 January 2017 and the approval of members was sought for his appointment as a director and as the CEO and Whole time director by means of an Ordinary Resolution.

Mr. Rajashekhar R proposed the following Ordinary Resolution:

**RESOLVED THAT** pursuant to the applicable 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) and Articles of Association of the Company, Mr. Nitin Rakesh (DIN 00042261) who was appointed as an Additional Director and Chief Executive Officer and Whole time Director of the Company for a period of 5 years with effect from 29 January 2017 and who holds office until the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from the member under section 160 of the Companies Act, 2013, be and is hereby appointed as a director of the Company.

**RESOLVED FURTHER THAT** pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 and other applicable 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 such other approvals as may be required in this regard, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Nitin Rakesh as the Chief Executive Officer and Whole Time Director of the Company for a period of 5 years with effect from 29 January 2017, on the terms and conditions of appointment and remuneration as contained in the Employment Agreement entered with Mr. Nitin Rakesh, the material terms of which are set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

**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 do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit without further reference to the Company in General Meeting.

Mr. S Ashok Chakravarthi seconded the resolution.



The Chairman ordered a Physical Ballot to be conducted at the end of the meeting.

*As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 99.88% majority.*

**7. APPROVAL OF AGREEMENTS ENTERED INTO BY HPE WITH EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES**

The Chairman informed the shareholders that the next item of business related to approval of retention bonus agreement and severance package agreement entered with Hewlett Packard Enterprises Co., USA, (the "HPE") by the identified employees of the Company and its subsidiaries by means of an Ordinary Resolution. The Chairman explained to the members that considering the requirement of retention of the key employees, keeping in view the interest of the Company, post change in the control, HPE, the erstwhile promoter of the Company, during divestment of stake in the Company had entered into certain retention bonus and severance package agreements with the employee of the Company and its subsidiaries. Pursuant to SEBI Listing Regulations, the aforesaid agreements are required to be approved by the public shareholders by means of an Ordinary Resolution.

Mr. T V Gururaja proposed the following Ordinary Resolution:

**RESOLVED THAT** pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( the "Listing Regulations") and applicable provisions, if any, of the other SEBI Regulations and further subject to such consents, approvals and permissions as may be required in this regard, the retention bonus agreements, aggregating to USD 10.86 million and the severance package agreement, aggregating to USD 4.12 million, entered into by Hewlett Packard Enterprises Co., USA, ( the "HPE") (hereinafter referred to as the "Agreements") with the identified employees of the Company and its subsidiaries and the Key Managerial Personnel of the Company (including the ceased employees and Key Managerial Personnel, whether by resignation or otherwise and who are eligible to receive such retention and/or severance pay in terms of the Agreements entered) be and is hereby approved and 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, in its absolute discretion, deem necessary, proper, desirable and to finalize any documents and writing related thereto.

Mr. Channabasappa C Jaliyal seconded the resolution.

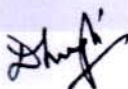
The Chairman ordered a Physical Ballot to be conducted at the end of the meeting.

*As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 98.54% majority.*

**8. APPROVAL OF EXIT RETURN INCENTIVE (ERI) PLAN PROPOSED BY MARBLE II PTE. LTD.**

The Chairman informed the shareholders that the next item of business related to approval of Exit Return Incentive (ERI) Plan proposed by Marble II Pte. Ltd by means of an Ordinary Resolution.

The Chairman explained to the shareholders that Marble II Pte. Ltd., Promoter of the Company, had proposed to adopt an Exit Return Incentive Plan to reward, inter alios, certain identified employees of the Company and its subsidiaries, at the time of disposing all interest (direct and indirect) in the company, as a means to incentivize and motivate such employees to work towards the growth of the Company and to create value for its shareholders and other stakeholders. Pursuant to the SEBI Listing Regulations, approval of the public shareholders was being sought, by means of an Ordinary Resolution, for the employees of the Company and its subsidiaries, to participate in the ERI Plan and further to Marble II Pte. Ltd. to offer the ERI Plan to the employees. The payments under the ERE





Plan would be made directly by Marble II Pte. Ltd. to the employees and there would be no financial impact/burden on the Company.

Mr. S Ashok Chakravarthi proposed the following Ordinary Resolution:

**RESOLVED THAT** pursuant to Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations as may be applicable in this regard, the approval of the members be and is hereby accorded to the participation of the employees (including directors) of the Company and its subsidiaries (such employees as may be identified and selected by Marble II from time to time) in the "Exit Return Incentive Plan" (the "ERI Plan") (as amended from time to time), which is proposed to be adopted by Marble II Pte. Ltd. ("Marble II") (being the promoter of the Company).

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to Marble II to offer the ERI Plan to the employees (including directors) of the Company and its subsidiaries (such employees as may be identified and selected by Marble II from time to time), under which the proposed ERI Plan, Marble II will grant cash awards inter alios to certain identified employees of the Company and its subsidiaries upon the disposal of all of the interests held directly or indirectly by Marble II in the Company ("Exit"), and the quantum of such cash awards will be linked to (and paid from) the net proceeds eventually realized by Marble II from the Exit.

**RESOLVED FURTHER THAT** the payment of the cash awards be subject to: (a) the terms of the ERI Plan as adopted (and amended) by Marble II from time to time; and (b) the satisfaction and achievement of certain performance-based parameters and thresholds at the time of Exit (as determined by Marble II from time to time), including in relation to: (i) the EBITDA growth and the return on invested capital of the Company (on a consolidated basis); (ii) the timing of the Exit; and (iii) the 'internal rate of return' and the 'multiple of invested capital' on the net proceeds eventually realized by Marble II from the Exit.

**RESOLVED FURTHER THAT** the payment of the cash awards be subject to: (a) the terms of the ERI Plan as adopted (and amended) by Marble II from time to time; and (b) the satisfaction and achievement of certain performance-based parameters and thresholds at the time of Exit (as determined by Marble II from time to time), including in relation to: (i) the EBITDA growth and the return on invested capital of the Company (on a consolidated basis); (ii) the timing of the Exit; and (iii) the 'internal rate of return' and the 'multiple of invested capital' on the net proceeds eventually realized by Marble II from the Exit.

Mr. G Panduranga Kamath seconded the resolution.

The Chairman ordered a Physical Ballot to be conducted at the end of the meeting.

***As per the voting results declared on 27 July 2017 based on the Scrutinizer Report dated 27 July 2017, the Ordinary Resolution was passed by 98.54% majority.***

There being no other matter, the Chairman concluded the business of the day and thanked all the shareholders present for their kind attention, co-operation, valuable support and the time spent.

The Chairman thereafter requested the shareholders to deposit the ballot papers in the ballot Boxes placed at the ballot stations. It was informed to the shareholders that the combined results of the votes cast through remote e-voting and physical ballot taken at the meeting on all the resolutions would be uploaded on the Company's website and would be intimated to the Stock Exchanges as per the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 within 2 days of the AGM.

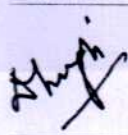


There being no other business, the Chairman declared the meeting as closed.

**Note on Voting Process conducted for resolutions placed at the 26 AGM:**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of 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 and Disclosure Requirements) Regulations, 2015, the Company had made arrangements for the members to cast their vote on the resolutions placed at the 26<sup>th</sup> Annual General Meeting of the Company through e-voting and through Physical Ballot at the meeting.
2. The Company had published an advertisement on 1 July 2017 intimating the shareholders about e-voting and other matters.
3. The cuff off date for the purpose of e-voting and reckoning the eligible votes under the physical ballot was Thursday, 20 July 2017.
4. The e-voting commenced on Saturday, 22 July 2017 at 9:00 am and ended on Tuesday, 25 July 2017 at 5:00 pm and the remote e-voting module was blocked by NSDL thereafter.
5. Mr. S P Nagarajan (PCS No.4738) was appointed as a scrutinizer to scrutinize the entire voting process in a fair and transparent manner.
6. The Company Secretary explained to the members the process of Physical Voting at the meeting.
7. The Voting Rights of the shareholders was in proportion to the shares of the members in the paid-up equity share capital of the Company.
8. The Chairman announced the latest date for announcing the results of the voting to the shareholders and the mode of declaration thereof.
9. Mr. S P Nagarajan, Scrutinizer, after the conclusion of the AGM unblocked the votes cast through remote e-voting on NSDL e-voting module and collected the voted ballots after the physical voting at the AGM was completed by the members.
10. The Scrutinizer submitted his report on consolidated voting results on 27 July 2017 to the Company, the summary of which is given below and the results of voting was declared by Mr. Nitin Rakesh, Chief Executive Officer, being authorized by the Board in this behalf on 27 July 2017. The results of voting was intimated to the National Stock Exchange of India Limited, BSE Limited, National Securities Depositories Limited, hosted on the website of the Company at [www.mphasis.com](http://www.mphasis.com) besides being physically displayed on the Notice Board of the Registered and the Corporate office of the Company:

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 2017, and the reports of the Board and Auditors' thereon.	169,441,399	160	292	Ordinary Resolution
<b>Percentage</b>	<b>99.99</b>	<b>0.01</b>	<b>-</b>	
Declaration of final dividend on equity shares	169,460,767	60	292	Ordinary Resolution
<b>Percentage</b>	<b>99.99</b>	<b>0.01</b>	<b>-</b>	
Re-election of Mr. Paul James Upchurch as a Director	167,157,430	2,238,975	292	Ordinary Resolution
<b>Percentage</b>	<b>98.68</b>	<b>1.32</b>	<b>-</b>	
Re-election of Mr. Dario Zamarian as a Director	168,636,655	822,985	292	Ordinary Resolution
<b>Percentage</b>	<b>99.51</b>	<b>0.49</b>	<b>-</b>	
Ratification of Appointment of Statutory Auditors and fixing their remuneration	169,459,170	470	292	Ordinary Resolution
<b>Percentage</b>	<b>99.99</b>	<b>0.01</b>	<b>-</b>	
Appointment of Mr. Nitin Rakesh as a Director and further as the CEO and Whole-time Director of the Company	169,257,524	202,071	292	Ordinary Resolution
<b>Percentage</b>	<b>99.88</b>	<b>0.12</b>	<b>-</b>	





Approval of retention bonus agreement and severance package agreement entered with HPE by employees of the Company and its subsidiaries	55,274,443	818,555	292	Ordinary Resolution
<b>Percentage</b>	<b>98.54</b>	<b>1.46</b>	<b>-</b>	
Approval of Exit Return Incentive Plan (ERI Plan) proposed by Marble II Pte. Ltd.	55,283,871	819,115	292	Ordinary Resolution
<b>Percentage</b>	<b>98.54</b>	<b>1.46</b>	<b>-</b>	

The Scrutinizer handed over the Scrutinizer's report and Ballot papers to the custody of the Company Secretary on 27 July 2017.

Date: 10.08.2017  
Place: New Delhi



*[Signature]*  
D S Brar  
CHAIRMAN  
10.08.2017

