

3 July 2017

The Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001

Dear Sir/Madam,

**Sub:- Newspaper Advertisement for dispatch of the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for year ended 31 March 2017**

With reference to captioned subject, we wish to inform you that the Company has completed the physical and electronic dispatch of the Notice of the 26<sup>th</sup> Annual General Meeting (AGM), scheduled to be held on 26 July 2017, at 10:30 am at The Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru- 560 025, India to all members of the Company whose name appear in the Register of members/List of Beneficial owner as on 23 June 2017. The Notice and Annual Report 2017(including the E-book & the Digital Annual Report) has been uploaded on the website of the Company as per the following details-

1. Notice- <http://www.mphasis.com/downloads/Investors/flip-book/2017-Notice/index.html>
2. Digital Annual Report- <http://www.mphasis.com/2017digitalannualreport/>
3. Annual Report (E-book)- <http://www.mphasis.com/downloads/Investors/flip-book/2017-Annual-Report/index.html>
4. Annual Report (Pdf)- <http://www.mphasis.com/financial-results.html>

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice of AGM and the Annual Report 2017 sent to equity shareholders of the Company. We also enclose a copy of newspapers advertisement for dispatch of the Notice of the AGM as published on 2 July 2017 in the Business Standard and Samyuktha Karnataka (Kannada newspaper).

Kindly take the above on record as per the requirements of the Listing Regulations.

For Mphasis Limited



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



Encl:- As Above



**Mphasis Limited**

Registered Office: Bagmane World Technology Centre Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India.  
T: +91 080 3352 5000 | F: +91 080 6695 9943 | CIN: L30007KA1992PLC025294

### Notice

Notice is hereby given that the 26th Annual General Meeting ("AGM") of Mphasis Limited will be held at 10:30 am on Wednesday, the 26 July 2017, at Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru – 560 025, India, to transact the Ordinary and Special Businesses contained in the Notice of the 26th AGM together with the additional information in respect of the Directors seeking appointment and the explanatory statement pursuant to the Companies Act, 2013 and that the Twenty Sixth Annual Report for the financial year ended 31 March 2017 together with the Notice of the AGM, is being dispatched physically or through electronic mail individually to the members of the Company at their registered addresses/e-mail IDs whose names appear on the register of members/list of beneficial owners as at 23 June 2017. The Annual Report and the Notice of the Annual General Meeting are also being uploaded on the website of the Company; www.mphasis.com.

The Company is pleased to provide the facility to the Members to exercise their right to vote by electronic means (remote e-voting) on all resolutions as set out in the said Notice and has engaged National Depository Services Limited (NSDL) as the Agency to provide the e-voting facilities.

The Company is also providing the facility for voting through the physical ballot, at the AGM, to the members who have not cast their vote by remote e-voting.

In compliance with Section 108 of the Companies Act, 2013 and Rules thereunder as amended, read with applicable Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S P Nagarajan, the practicing company secretary has been appointed as the scrutiner to scrutinize the voting process in a fair and transparent manner.

**The following is the schedule of events for Voting:**

Date of completion of dispatch of Notice	Saturday, 1 July 2017
Cut-off date for remote e-voting	Thursday, 20 July 2017
The date and time of commencement of remote e-voting	Saturday, 22 July 2017 at 9.00 am
Closing of remote e-voting	Tuesday, 25 July 2017 at 5.00 pm
Declaration of results of voting	The results will be declared forthwith, upon receipt of Scrutinizer report, within 48 hours from date of AGM i.e. before Friday, 28 July 2017, before 5 pm, at the registered office of the Company, Mphasis Limited, Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakundi Village, Mahadevapura, Bengaluru - 560 048. The results will be hosted on the website of the Company at <a href="http://www.mphasis.com">www.mphasis.com</a> despite of being hosted on the website of the Stock Exchanges and also placed at the Corporate Office of the Company "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C.V Raman Nagar, Bengaluru – 560 093.

The Notice of the AGM is uploaded on the website of the Agency, NSDL at <https://www.evoting.nsdl.com/>. Notice is also hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 15 July 2017 to Wednesday, 26 July 2017 (both days inclusive).

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- The members are requested to register their e-mail ids and changes therein, if any, with the Depository Participant with whom demat account is maintained to enable service of documents under electronic mode. Members holding shares in physical form are requested to send their e-mail ID details quoting their folio number/s to the Company's Registrar and Share Transfer Agents: Integrated Registry Management Services Private Limited, No.30, Ramana Residency, IV Cross, Malleswaram, Bangalore – 560 003.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [gin@integratedindia.in](mailto:gin@integratedindia.in) and shall be entitled for availing remote e-voting facility as well as voting at the AGM through physical ballot. However, the vote of member will be considered only if such person is a member of the Company as at the cut-off date i.e. 20 July 2017. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- Any queries or grievances connected with the remote e-voting process, may please be addressed to Mr. A Sivaram Nair, EVP, Company Secretary, General Counsel & Ethics Officer, Mphasis Limited, Bagmane World Technology Center, Marathalli Outer Ring Road, Mahadevapura, Doddanakundi Village, Bengaluru - 560 048, Ph:+91-080-67504613 or e-mailed to [sivaram.nair@mphasis.com](mailto:sivaram.nair@mphasis.com).
- The remote e-voting module shall be forthwith blocked by NSDL after 5.00 pm on Tuesday, 25 July 2017.
- A member may participate at the AGM even after exercising through remote e-voting but shall not be entitled to vote again through physical ballot at the AGM.
- Any member, who has received the Annual Report and the Notice through the e-mail, desires to obtain physical copy of the document may write to the Company Secretary at the Registered Office address.

Bengaluru  
1 July 2017

**For Mphasis Limited**  
 Sd/-  
 A. Sivaram Nair  
 EVP, Company Secretary,  
 General Counsel & Ethics Officer





# ಪ್ರತಿಭಾನ್ವಿತ ಪತ್ರಕರ್ತರಿಗೆ ಸಚಿವರಿಂದ ಸನ್ಮಾನ

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.



ಕೋಡಣರಾಜ್ಯದ ಪ್ರತಿಭಾನ್ವಿತ ಪತ್ರಕರ್ತರನ್ನು ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## ಸಮಾವೇಶಕ್ಕೆ ತೆರಳಿದ ತಾಲೂಕು ಜಿಡಿಎಸ್ ಅಧ್ಯಕ್ಷ ಸಾವು



ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## ವಿವಿಧ ಮಾದರಿಗಳ ಮಾರುಕಟ್ಟೆ ದರ

ಕ್ರಮ ಸಂಖ್ಯೆ	ವಸ್ತು	ಕೆ.ಎಸ್.ಎಸ್.	ಗಂಪು
1	ಕಾಫಿ (ಪ್ರತಿ ಕೆ.ಎಸ್.ಎಸ್.)	4000	5300
2	ಸಿಂಹದ ಕೆ.ಎಸ್.ಎಸ್.	2450	3250
3	ಗೋದಿ ಕೆ.ಎಸ್.ಎಸ್.	2000	2500
4	ಬೆಳೆ ಗೋದಿ ಕೆ.ಎಸ್.ಎಸ್.	1549	2219
5	ಪದ್ದು ಪಾಳೆ ಸೇರಿಸಿದ ಕೆ.ಎಸ್.ಎಸ್.	1930	3067
6	ಪದ್ದು ಪಾಳೆ ಸೇರಿಸಿದ ಕೆ.ಎಸ್.ಎಸ್.	1750	2550
7	ಪೇಪರ್ ಪಿಪ್ಪೆ ಕೆ.ಎಸ್.ಎಸ್.	1415	4200
8	ಪೇಪರ್ ಪಿಪ್ಪೆ ಕೆ.ಎಸ್.ಎಸ್.	1000	2100
9	ಪೇಪರ್ ಪಿಪ್ಪೆ ಕೆ.ಎಸ್.ಎಸ್.	1800	2440
10	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	1400	2100
11	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	1750	2440
12	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	1256	3500
13	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	1201	3000
14	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	2000	2300
15	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	9129	11919
16	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	15169	28669
17	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	12099	16700
18	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	2000	3,900
19	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	3601	4079
20	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	2611	3924
21	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	5000	16000
22	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	7000	90000
23	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	230	910
24	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	210	900
25	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	400	6667
26	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	8000	16,500
27	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	2000	18,000
28	ಕಾಫಿ ಕೆ.ಎಸ್.ಎಸ್.	7,000	7,000

## 165 ಬಾರ್ಗಳಿಗೆ ಖರ್ಚು

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## ಕರ್ನಾಟಕ ಬ್ಯಾಂಕ್: ಐಎಸ್‌ಒ 9001:2015 ಪ್ರಮಾಣ ಪತ್ರ

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## ರಾಜ್ಯಸಭೆಗೆ ಓಟು-ಅನುದಾನದ ನೋಟು

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## ರವಿಬೆಳಗೇ ಪ್ರಕರಣ 'ಹಕ್ಕು ಚ್ಯುತಿ' ಅಲ್ಲ

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## ಮಘಿಸ್ ಲಿಮಿಟೆಡ್

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## Notice

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

## ನೋಟೀಸ್

ಕೋಡಣ ರಾಜ್ಯದ ಬಹಳವ ಮಾರ್ಗ ಕರ್ತವಿರಾದ ಮಾಜಿ ಸರ್ಕಾರದ ಕೋಡಣ ಕೋಡಣ ನಿರಂತರ ಗಣಕ ರೂಪರೂಪದ ನಿರಂತರ ಮಹತ್ವ ದೇಗ ರಾಜ್ಯ ಸರ್ಕಾರ ಈಗಲೂ ಬ್ರಹ್ಮವಾದ ಎಂದು ಅಧಿಕಾರಿ ಸಚಿವರ ಮೇಲೆ ಕುಮಾರ್ ಪ್ರಶಂಸಿಸಿದರು.

IN THE COURT OF THE 1ST ADDITIONAL CIVIL JUDGE AT BANGALORE (CC-1) P. No. 104/2017

IN THE COURT OF THE 1ST ADDITIONAL CIVIL JUDGE AT BANGALORE (CC-1) P. No. 104/2017

IN THE COURT OF THE 2nd ADDITIONAL CIVIL JUDGE AT BANGALORE (CC-2) P. No. 152/2013

IN THE COURT OF THE 3rd ADDITIONAL CIVIL JUDGE AT BANGALORE (CC-3) P. No. 2359 of 2015

IN THE COURT OF THE 4th ADDITIONAL CIVIL JUDGE AT BANGALORE (CC-4) P. No. 104/2017

Mphasis Limited Bangalore logo and contact information.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of Mphasis Limited will be held at 10:30 A.M. on Wednesday, the 26 July 2017 at The Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru 560 025, India, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt 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 and the reports of the Board and Auditors' thereon.
2. To declare a final dividend on equity shares.
3. To appoint a director in place of Mr. Paul James Upchurch, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Dario Zamarian, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 24<sup>th</sup> Annual General Meeting appointing the Statutory Auditors till the conclusion of 27<sup>th</sup> 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 reimbursement of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

### SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **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 (CEO) 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.

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **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



## NOTICE OF ANNUAL GENERAL MEETING

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.

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an **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** 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.

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

**A SIVARAM NAIR**  
Executive Vice President,  
Company Secretary,  
General Counsel & Ethics Officer

Bengaluru  
25 May 2017

Registered Office:  
Bagmane World Technology Center,  
Marathalli Outer Ring Road,  
Doddanakhundi Village, Mahadevapura, Bengaluru 560048;  
CIN:L30007KA1992PLC025294  
Telephone: 080 - 6750 1000; Fax: 080 - 6695 9943  
Website:[www.mphasis.com](http://www.mphasis.com); e-mail: [investor.relations@mphasis.com](mailto:investor.relations@mphasis.com)



## NOTICE OF ANNUAL GENERAL MEETING

### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2:

Name	Mr. Paul James Upchurch	Mr. Dario Zamarian	Mr. Nitin Rakesh
DIN	7593638	7599359	00042261
Date of first appointment at the Board	1 Sep 2016	1 Sep 2016	29 Jan 2017
Date of Birth	5 Nov 1968	2 May 1964	27 Dec 1971
Qualification	Bachelor of Science in Information Science	MBA and Master of Science in Electrical Engineering	Bachelor's degree in Engineering (Computer Science) & Master's in Management
Nature of expertise in specific functional areas	Technology and Management	Technology and Management	Technology, Finance and Management
Directorship in other Listed Entities	Nil	Nil	Nil
Membership / Chairmanship in Committees of other Listed Entities	Nil	Nil	Nil

1. Directorships in unlisted entities, foreign companies and membership in governing councils, chambers and other bodies are not included.
2. Membership/Chairmanship in Audit Committee and Stakeholder Grievance Committees of other listed public entities is considered.
3. There is no inter-se relationship amongst the Directors and Key Managerial Personnel.
4. The above stated Directors do not hold any shares of the Company.
5. The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2017.
6. The detailed Profile of Directors is disclosed in the Annual Report 2017 and is also hosted on the website of the Company at [www.mphasis.com](http://www.mphasis.com).

#### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
3. A person can act as a Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case where proxies representing more than fifty (50) members or representing more than ten percent (10%) of the voting rights are received by the Company, the Proxy may choose the members to be represented and confirm the same to the Company at its registered office before Friday, 21 July 2017. In case the Company does not receive such confirmation, the Proxies appointed, within the aforesaid limit, in the order of receipt of Proxy forms by the Company will be considered.
5. The copies of the Annual Report and Notice of Annual General Meeting (AGM) are being sent to those members, through electronic mail (e-mail), who have registered their e-mail IDs with their Depository Participant (DP) or Registrar and Share Transfer Agent (RTA). Members are requested to update their preferred e-mail ID with the DP/RTA, as the case may be, which will be used by the Company for future communication.
6. The Company is pleased to provide remote e-voting facility (e-voting) to its members for voting on the resolutions placed before the members at this AGM. The members desirous of availing this e-voting facility are requested to read the instructions in relation to e-voting given after this section and comply with the instructions to cast their vote electronically. The members who have not casted their vote through e-voting can physically cast their vote through poll at the Annual General Meeting.
7. The Chairman of the Annual General Meeting shall at the end of discussion on all the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Physical Ballot for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.



## NOTICE OF ANNUAL GENERAL MEETING

10. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company, [www.mphasis.com](http://www.mphasis.com) (<http://www.mphasis.com/CorporateGovernance.html>) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed. In addition, the results shall also be displayed on the Notice Board of the Company at the registered office and the corporate office at "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560093.
11. Members / Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith, duly filled, to the AGM.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 15 July 2017 to Wednesday, 26 July 2017 (both days inclusive).
13. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31 March 2017, if approved at the Annual General Meeting, will be payable:
  - a. to those members holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Friday, 14 July 2017, after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar & Share Transfer Agent on or before Friday, 14 July 2017; and
  - b. in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) for this purpose at the close of business hours on Friday, 14 July 2017.
14. Pursuant to Section 124 of the Companies Act, 2013 and the Investor Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules, 2016), the amount of dividend remaining unclaimed/unpaid for seven years shall be transferred to Investor Education & Protection Fund when the same becomes due. The unclaimed and unpaid final dividend for the year 2009-10, is due to be transferred to the Investor Education & Protection Fund in March 2018. Shareholders who are yet to claim the said dividend, are requested to submit their claims to the Registrar & Share Transfer Agent, viz., Integrated Registry Management Services Private Ltd. The Company has filed Form IEPF – I together with the details of the unclaimed dividend shareholders as prescribed. The same has also been uploaded on the website of the Company: [www.mphasis.com](http://www.mphasis.com).
15. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.  
  
As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements under the IEPF Rules, 2016 with regard to transfer of shares to the Central Government and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed under the IEPF Rules, 2016 or such other extended date as may be notified. The Company had also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on 24 November 2016. The Company had also uploaded the details of shareholders whose shares are required to be transferred to IEPF Suspense Account on the website of the Company at <http://www.mphasis.com/downloads/Governance/Disclosure/LIST%20OF%20SHAREHOLDERS%20WHOSE%20DIVIDEND%20REMAINED%20UNPAID%20FOR%20SEVEN%20CONSECUTIVE%20YEARS.pdf>. The shares will be transferred to the IEPF Suspense account as required under the regulations once the account is operational.
16. The question and answer session in relation to the Financial Accounts of the Company will be taken when the resolution in relation to Item No.1 & 2 of the Notice is in motion. The members will have an opportunity to raise their queries and/or provide their suggestions to the Board which will be responded to appropriately by the Chairman of the Meeting.
17. Shareholders intending to require information about the Financial Accounts, to be explained at the meeting, are requested to inform the Company at least a week in advance, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
18. The following are the details of the transaction in the unclaimed suspense account which is used by the Company, for crediting the Unclaimed Shares, as per the provisions of SEBI Listing Regulations:

Unclaimed shares outstanding as at 1 April 2016	Unclaimed shares debited from the account during the period	Closing balance of shares as at 31 March 2017
18,150	Nil	18,150

19. The identity / signature of the members holding shares in demat form is liable for verification with specimen signatures as may be furnished by NSDL / CDSL, to the Company. Such members are advised to bring the relevant Identity Card issued by the Depository Participant.





## NOTICE OF ANNUAL GENERAL MEETING

20. Members are requested to notify any change in their address to the Company / Depository Participant as the case may be.
21. The shareholders are requested to communicate all their correspondence to:

Executive Vice President, Company Secretary, General Counsel & Ethics Officer, Mphasis Limited, Bagmane World Technology Center, Marathalli Outer Ring Road, Doddankhundi Village, Mahadevapura, Bengaluru - 560 048. e-mail: [sivaram.nair@mphasis.com](mailto:sivaram.nair@mphasis.com)  
Ph: +91 (080) 67501000 Fax: +91 (080) 6695 9943.

OR

Integrated Registry Management Services Private Ltd, Unit: Mphasis Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003. e-mail: [giri@integratedindia.in](mailto:giri@integratedindia.in) Ph: +91 (080) 23460815 – 818. Fax: +91 (080) 23460819.

### VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members electronic voting (e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Sixth Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through a physical ballot shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting shall only, be able to exercise their right to vote at the meeting through physical ballot.
3. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
4. The remote e-voting period commences on Saturday, 22 July 2017 at 9.00 AM and ends on Tuesday, 25 July 2017 at 5.00 PM. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 20 July 2017, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL after 5:00 PM on 25 July 2017. Vote casted once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to Mr. A Sivaram Nair, EVP, Company Secretary, General Counsel and Ethics Officer at the registered office of the Company or may be e-mailed to [sivaram.nair@mphasis.com](mailto:sivaram.nair@mphasis.com).
6. The process and manner for remote e-voting are as under:

**a) In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/ Depository Participant(s)] :**

- (i) Open e-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as the password. The said PDF file contains your user ID and Password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and Password as initial Password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Mphasis Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Mr. S P Nagarajan through e-mail to [cs@nagarajansp818.com](mailto:cs@nagarajansp818.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



## NOTICE OF ANNUAL GENERAL MEETING

- b) In case a member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below in the Attendance Slip:
- | <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|--|----------------|---------------------|
|--|----------------|---------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No.: 1800-222-990.
8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares held in the Company as on the cut-off date, i.e. Thursday, 20 July 2017.
11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 20 July 2017, such member may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [giri@integratedindia.in](mailto:giri@integratedindia.in) (RTA).  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No.: 1800-222-990.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
13. Mr. S P Nagarajan (PCS No.4738) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### Item No. 6:

Mr. Nitin Rakesh was appointed as an additional director on the Board of the Company effective 29 January 2017 at its meeting held on 27 January 2017. In terms of Section 161 of the Companies Act, 2013, Mr. Nitin Rakesh holds office till the ensuing Annual General Meeting of the Company. Further to cessation of Mr. Balu Ganesh Ayyar as the Chief Executive Officer and Whole Time Director upon completion of his tenure, the Board had at the same meeting, pursuant to the recommendation of the Nomination and Remuneration Committee, appointed Mr. Nitin Rakesh as 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 as detailed in the agreement entered with Mr. Nitin Rakesh. The material terms and conditions of appointment and terms of remuneration of Mr. Nitin Rakesh is as follows:

Salary: INR equivalent (as on 29 January 2017) of US\$ 450,000 (four hundred and fifty thousand dollars) ("**Salary**").

*The detailed Salary in terms of the basic salary and allowances shall be as determined by the Nomination and Remuneration Committee*

The term Salary shall include the basic salary, all allowances and ex-gratia payments as per the policies of the Company, the benefits under any incentive, savings and retirement plans, policies and programs maintained by the Company, any pension scheme, gratuity or provident fund, or any insurance which the Company is a part of or provides as a part of its policy (subject to the terms of such policy), or is required to maintain statutorily or otherwise as permitted by applicable law and the terms of applicable plans, policies or programs, that are provided by the Company to its employees, provided that the Company shall have no obligation to maintain or continue any such plans, policies or programs.

Mr. Nitin Rakesh shall not be paid any sitting fees for attending meetings of the Board or any committees constituted by the Board.





## ANNEXURE TO NOTICE

The Company has received notice from a member under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing the candidature of Mr. Nitin Rakesh to the office of directorship. The qualification, areas of expertise and other details of Mr. Nitin Rakesh is detailed in the Notice of the meeting besides the brief profile being available in the Annual Report 2017 and the website of the Company at <http://www.mphasis.com/profile.html>. The details of memberships in Board Committees and the details of the Board and Committee meetings attended by him are detailed in the Annual Report of the Company. The details of the Board Committees in which Mr. Nitin Rakesh is a member is also available on the website of the Company at <http://www.mphasis.com/downloads/Governance/Disclosure/Committee%20Composition.pdf>.

Mr. Nitin Rakesh does not hold any shares of the Company except 655,000 stock options issued under Employee Stock Option Plan 2016. Considering his experience and areas of expertise, the Nomination and Remuneration Committee and the Board recommends the appointment of Mr. Nitin Rakesh as a director and further as the Chief Executive Officer and Whole-time Director of the Company for approval of the members. Accordingly, necessary resolution, seeking approval of the members, for appointment of Mr. Nitin Rakesh as a director and further as the CEO and Whole time Director, for a period of 5 years with effect from 29 January 2017, is placed by means of an Ordinary Resolution.

A copy of the Employment Agreement entered with Mr. Nitin Rakesh is available for inspection by the members at the registered office of the Company and also at the Corporate office of the Company at "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560 093 on all working days (except Saturday and Sunday) during business hours till the date of this Annual General Meeting. The agreement will also be open for inspection to the members during the Annual General Meeting.

### Interest of Director & Key Managerial Personnel:

Mr. Nitin Rakesh, Chief Executive Officer and Whole time Director, is interested in the resolution to the extent of his appointment. None of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

### Item No. 7:

The Securities Exchange Board of India (SEBI) on 4 January 2017 amended Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"). As per the amended regulations, no employee including Key Managerial Personnel or Director or Promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an Ordinary Resolution.

Further such agreements, including agreements which has been entered during the preceding 3 years from 4 January 2017, has to be disclosed to the stock exchanges and such subsisting agreement is required to be placed for approval before the Board of Directors. Such an agreement is also required to be placed before the public shareholders for approval by way of an ordinary resolution after the approval of the board of directors.

Considering the requirement of retention of the key employees, keeping in view the interest of the Company post Change in Control, Hewlett Packard Enterprises (HPE), erstwhile promoter of the Company, during the divestment of its stake in the Company, had entered into certain retention bonus and severance package agreements (hereinafter referred to as the "**Agreements**") with employees of the Company and its subsidiaries (hereinafter referred to as the "**Employees**"), as per the following details:

Particulars	No. of Employees	Total Amount (USD million)	Range
Retention Bonus (Severance Package)			
- Mphasis Limited	58 (6)	5.23 (2.68)	USD 0.01 mln to USD 1 mln (USD 0.20 mln to USD 1.06 mln)
- Subsidiaries of Mphasis Limited	53 (3)	5.63 (1.44)	USD 0.01 mln to USD 0.38 mln (USD 0.45 mln to USD 0.49 mln)

*Note: the figures within the brackets indicates severance package offered and agreed for certain employees who are eligible to receive the retention bonus. These Employees shall be eligible to receive only either of retention bonus or severance pay.*

The retention bonus is payable if an Employee continues to be in the services of the Company for a period ranging from 1 to 2 years, as applicable from case to case, from 4 April 2016 being the date of Share Purchase Agreement signed with Marble II Pte. Ltd. (the "**Promoter**"). The severance pay is applicable in case of termination of Employees within a period of 2 years from 4 April 2016. The retention bonus shall be payable to Employees, who have Severance Package, only if they stay in services of the Company for 2 years. In case an Employee receives severance pay, such Employee shall not be eligible for retention bonus and vice-versa. In addition to the above Agreements, HPE paid transaction incentives to 25 Employees aggregating to USD 9.03 million pursuant to Transaction Incentive Agreements entered into with Employees by HPE during the Change of Control process. The details of the transaction incentives paid were placed before the Board and recorded. Further, the details of transaction incentives were also intimated to National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) as per the Listing Regulations.



## ANNEXURE TO NOTICE

The above packages are only offered to select key Employees. The payments under the aforementioned agreement are made by HPE, the erstwhile Promoters of the Company and there is no burden or impact on the Company. The retention and severance packages offered by HPE helps in smooth transition after the Change of Control and is therefore in the interest of the Company and its shareholders.

As required under the Listing Regulations, the Board of Directors at its meeting held on 25 May 2017 had noted and approved the above agreements and had recommended the retention bonus/severance package agreements with HPE to be placed before the shareholders for approval by means of an ordinary resolution of the Public Shareholders.

Copies of the Agreements are available for inspection by the members at the registered office of the Company and also at the Corporate office of the Company at "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru 560 093 on all working days (except Saturday and Sunday) during business hours till the date of this Annual General Meeting. The agreements will also be open for inspection to the members during the Annual General Meeting.

The Board of Directors recommend passing the above resolution as an Ordinary Resolution.

### Interest of Director & Key Managerial Personnel:

Mr. V Suryanarayanan, EVP & Chief Financial Officer and Mr. A Sivaram Nair, EVP, Company Secretary, General Counsel and Ethics Officer and the erstwhile Chief Executive Officer and Whole time Director – Mr. Balu Ganesh Ayyar, may be deemed to be interested in the resolutions by virtue of being an Employee. None of the other Directors or their relatives are interested in the resolutions. The Promoters, the interested employees and their relatives will abstain from voting on this resolution.

### Item No. 8:

Marble II Pte. Ltd. ("**Marble II**"), being the promoter of the Company, is proposing to adopt an "**Exit Return Incentive Plan**" ("**ERI 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 ("**Exit**").

The ERI Plan is intended to be a means to incentivize and motivate such employees for working towards the growth of the Company and to create value for its shareholders and other stakeholders.

Under the ERI Plan, Marble II proposes to give such employees cash awards from the proceeds it realises from the Exit, subject to 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).

The quantum of the cash awards will depend upon the timing of the Exit as well as the 'internal rate of return' and the 'multiple of invested capital' on the net proceeds eventually realized by Marble II from the Exit.

The cash awards under the ERI Plan are intended to be a gesture of appreciation and recognition for hard work, dedication, time and efforts of such identified employees towards the growth of the Company and the value which they create for its shareholders.

The salient features of the ERI Plan which are applicable to the employees of the Company and its subsidiaries are given below:

1. Marble II Pte. Ltd. (the promoter of the Company) ("**Marble II**") is proposing to offer to certain identified employees of the Company and its subsidiaries cash awards at the time of Exit.
2. The cash awards will be a fixed amount depending on the 'multiple of invested capital' (MOIC) or the 'internal rate of return' (IRR) (depending on the timing of the Exit) realized by Marble II from the net proceeds from the Exit. The cash award is proposed to be divided into three scenarios i.e., the Exit occurs before 5 years, after 5 years but before 7 years and after 7 years. The indicative cash awards (in USD million) in these three scenarios are summarised below:

Prior to 5 years		After 5 years		After 7 years
MOIC (x)	Award (in USD million)	IRR (y)	Award (in USD million)	Award (in USD million)
0 < x < 2	0	0 < y < 14.9%	0	0
2 ≤ x < 2.25	14	14.9% ≤ y < 17.6%	14	24
2.25 ≤ x < 2.5	17	17.6% ≤ y < 20.1%	17	29

The upper limit of the aggregate cash awards to the participating employees will not exceed 2.5% of the net proceeds realised by Marble II from the Exit, or as may be determined by Marble II from time to time. In case the MOIC or the IRR (as applicable) realised at Exit is more than the indicative ranges identified in the above-set table, higher cash awards may be prescribed by Marble II from time to time but subject to the upper limit.



## ANNEXURE TO NOTICE

The cash awards set out above are an indicative number and the actual payout may depend on various factors and terms as may be identified by Marble II.

3. The payment of the cash award will be subject to the satisfaction of the following additional conditions at Exit: (a) annualised EBITDA growth of the Company on a consolidated basis (basis last audited consolidated accounts) of such percentage as may be determined by Marble II from time to time; and (b) the average annual return of invested capital of the Company on a consolidated basis (basis last audited consolidated accounts) of such percentage as may be determined by the Marble II from time to time.
4. The cash payouts under the ERI Plan will be made to such employees directly by Marble II from the proceeds realized by Marble II from the Exit and there is no financial impact / burden on the Company.
5. The ERI Plan will be offered to inter alios the employees of the Company and/or its subsidiaries as identified by Marble II from time to time and may include any key managerial personnel and/or director of the Company and/or its subsidiaries.

The offering or participation in the ERI Plan will not imply a guaranteed Exit, nor will it imply any intent on the part of Marble II or its affiliates to actively or passively dispose of its interests in the Company. The ERI Plan merely intends that, if in future, there is an Exit, Marble II will show its appreciation and gratitude to the identified employees for their hard work, dedication, time and efforts towards the growth of the Company and the value which they create for its shareholders.

As per Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), no employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution. The proposed ERI Plan falls within the limit of Regulation 26(6) of the Listing Regulations.

Since the ERI Plan may be offered to the employees of the subsidiaries as well, considering the letter and spirit of the Listing Regulations, approval of the public shareholders of the Company by way of an ordinary resolution is being sought for permitting the employees of the subsidiaries of the Company to participate in the ERI Plan.

The Board had in its meeting held on 25 May 2017 considered and approved the ERI Plan and recommended the same to the public shareholders for their approval by means of an ordinary resolution.

#### Interest of Director & Key Managerial Personnel:

The Promoter, Directors (other than the independent directors) and the Employees including the Key Managerial Personnel and their relatives may be deemed to be interested in the resolution and shall not vote on the resolution.

Bengaluru  
25 May 2017

Registered Office:  
Bagmane World Technology Center,  
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Doddanakhundi Village, Mahadevapura, Bengaluru 560048;  
CIN:L30007KA1992PLC025294  
Telephone: 91 80 6750 1000; Fax:91 80 6695 9943  
Website:[www.mphasis.com](http://www.mphasis.com); e-mail: [investorrelations@mphasis.com](mailto:investorrelations@mphasis.com)

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

**A SIVARAM NAIR**  
Executive Vice President,  
Company Secretary,  
General Counsel & Ethics Officer



### Mphasis Limited

Regd. Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru – 560 048.  
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## TWENTY SIXTH ANNUAL GENERAL MEETING PROXY FORM

Folio No.:	DP ID:	Client ID:	E-mail id:
Name of the member(s) :			
Registered Address :			

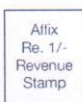
I/We, being the member(s) of _____ shares of the above named company, hereby appoint:	
1. Mr./Ms./Miss _____ address _____	
e-mail id: _____ Signature*, or failing him/her	
2. Mr./Ms./Miss _____ address _____	
e-mail id: _____ Signature*, or failing him/her	
3. Mr./Ms./Miss _____ address _____	
e-mail id: _____ Signature*	

\* signature to be provided in the specimen signature column provided below.

as my/our proxy to attend and vote (on poll) for me/ us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held at 10.30 a.m. on Wednesday, 26 July 2017 at The Chancery Pavilion Hotel, No.135, Residency Road, Bengaluru 560 025, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	✓ Refer note 1
1	Adoption of Financial Statements	
2	Approval of final dividend on equity shares	
3	Re-appointment of Mr. Paul James Upchurch, who retires by rotation	
4	Re-appointment of Mr. Dario Zamarian, who retires by rotation	
5	Ratification of the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as Auditors and fixing their remuneration	
6	Appointment of Mr. Nitin Rakesh as a Director and as a CEO & Whole time Director	
7	Approval of Agreements by Employees with HPE	
8	Approval of Exit Return Incentive (ERI) Plan proposed by Marble II Pte. Ltd.	

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.



Signature of the Shareholder

Specimen Signature of the proxy
Specimen Signature of the proxy
Specimen Signature of the proxy

**Notes:**

- Tick the relevant item for which the proxy is appointed
- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY (IES) NEED NOT BE A MEMBER. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING
- Please note that a proxy cannot represent more than 50 members and more than 10% of the voting rights of the Company.



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