

**MPHISIS LIMITED**  
**DECLARATION OF RESULTS OF TWENTY FIFTH ANNUAL GENERAL MEETING HELD ON 4 NOVEMBER 2016**  
*(Consolidated Results of e-voting and Physical Ballot)*

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended e-voting facility (Remote e-voting) and physical Ballot facility to its members to vote on all the resolutions which were proposed at the Twenty Fifth Annual General Meeting (AGM) of the Company held on 4 November 2016 at 10:00 am at Vivanta by Taj, 41/3 Mahatma Gandhi Road, Bengaluru 560001.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting by Physical ballot undertaken at the aforementioned 25<sup>th</sup> AGM of the Company.

The Scrutinizer has submitted his Reports after scrutiny of the remote e-voting and physical ballot voting today.

On the basis of the above reports, it is hereby declared that all the resolutions as stated in the Notice of the Twenty Fifth AGM dated 27 September 2016, have been duly passed with requisite majority as per the following details. The Scrutinizer's Report and the voting pattern as per the requirement of the Listing Regulations is annexed herewith.

Resolution	Number of Votes ( Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2016, and the reports of the Directors' and Auditors' thereon.	177,780,559	-	3	Ordinary Resolution
<b>Percentage</b>	<b>100</b>	-	-	
Declaration of final dividend on equity shares	177,799,072	-	3	Ordinary Resolution
<b>Percentage</b>	<b>100</b>	-	-	
Ratification of Appointment of Statutory Auditors and to fix their remuneration	176,138,838	1,660,244	3	Ordinary Resolution
<b>Percentage</b>	<b>99.07</b>	<b>0.93</b>	-	
Appointment of Ms. Jan Kathleen Hier as an Independent Director	177,798,482	520	3	Ordinary Resolution
<b>Percentage</b>	<b>100</b>	-	-	
Appointment of Mr. Amit Dixit as a Director	175,270,008	2,506,956	3	Ordinary Resolution
<b>Percentage</b>	<b>99.00</b>	<b>1.00</b>	-	
Appointment of Mr. Amit Dalmia as a Director	176,909,237	889,755	3	Ordinary Resolution
<b>Percentage</b>	<b>99.00</b>	<b>1.00</b>	-	
Appointment of Mr. David Lawrence Johnson as a Director	175,270,008	2,506,956	3	Ordinary Resolution
<b>Percentage</b>	<b>99.00</b>	<b>1.00</b>	-	

**Mphasis Limited**

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

For and on behalf of the Board



Sd/-

**Balu Ganesh Ayyar**  
 Chief Executive Officer

Bangalore  
 4 November 2016

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## Voting Results of the 25<sup>th</sup> Annual General Meeting held on 04 November 2016

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

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



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**1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2016, and the reports of the Directors' and Auditors' thereon.**
**Ordinary Resolution**
**Resolution required (Ordinary / Special)**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	-	<b>100</b>	-
Public Institutions	E-voting	64,568,758	50,419,757	78.09	50,419,757	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>64,568,758</b>	<b>50,419,757</b>	<b>78.09</b>	<b>50,419,757</b>	-	<b>100</b>	-
Public Non Institutions	E-voting	18,686,684	96,958	0.52	96,958	-	100	-
	Poll		155,400	0.83	155,400	-	100	-
	Postal -Ballot							
	<b>Total</b>	<b>18,686,684</b>	<b>252,358</b>	<b>1.35</b>	<b>252,358</b>	-	<b>100</b>	-
<b>Total</b>		<b>210,363,886</b>	<b>177,780,559</b>	<b>84.51</b>	<b>177,780,559</b>	-	<b>100</b>	-


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**Agenda** 2. Declaration of final dividend on equity shares.

**Resolution required (Ordinary / Special)** Ordinary Resolution

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	-	<b>100</b>	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	50,438,280	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>64,568,758</b>	<b>50,438,280</b>	<b>78.12</b>	<b>50,438,280</b>	-	<b>100</b>	-
Public Non Institutions	E-voting	18,686,684	96,948	0.52	96,948	-	100	-
	Poll		155,400	0.83	155,400	-	100	-
	Postal -Ballot							
	<b>Total</b>	<b>18,686,684</b>	<b>252,348</b>	<b>1.35</b>	<b>252,348</b>	-	<b>100</b>	-
<b>Total</b>		<b>210,363,886</b>	<b>177,799,072</b>	<b>84.52</b>	<b>177,799,072</b>	-	<b>100</b>	-


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**Agenda** 3. Ratification of Appointment of Statutory Auditors and to fix their remuneration.

**Resolution required (Ordinary / Special)** Ordinary Resolution

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-voting	64,568,758	50,438,280	78.12	48,778,206	1,660,074	96.71	3.29
	Poll		-	-	-	-	-	-
	Postal Ballot							
	<b>Total</b>	<b>64,568,758</b>	<b>50,438,280</b>	<b>78.12</b>	<b>48,778,206</b>	<b>1,660,074</b>	<b>96.71</b>	<b>3.29</b>
Public Non Institutions	E-voting	18,686,684	96,958	0.52	96,788	170	99.82	0.18
	Poll		1,55,400	0.83	1,55,400	-	100	-
	Postal -Ballot							
	<b>Total</b>	<b>18,686,684</b>	<b>252,358</b>	<b>1.35</b>	<b>252,188</b>	<b>170</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>210,363,886</b>	<b>177,799,082</b>	<b>84.52</b>	<b>176,138,838</b>	<b>1,660,244</b>	<b>99.07</b>	<b>0.93</b>

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

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

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**Agenda** 5. Approval of appointment of Mr. Amit Dixit as a Director.

**Resolution required (Ordinary / Special)** Ordinary Resolution

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



**Agenda** 6. Approval of appointment of Mr. Amit Dalmia as a Director.

**Resolution required (Ordinary / Special)** Ordinary Resolution

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>64,568,758</b>	<b>50,438,280</b>	<b>78.12</b>	<b>49,549,045</b>	<b>889,235</b>	<b>98.24</b>	<b>1.76</b>
Public Non Institutions	E-voting	18,686,684	96,868	0.52	96,848	20	99.98	0.02
	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot							
	<b>Total</b>	<b>18,686,684</b>	<b>252,268</b>	<b>1.35</b>	<b>251,748</b>	<b>520</b>	<b>99.79</b>	<b>0.21</b>
<b>Total</b>		<b>210,363,886</b>	<b>177,798,992</b>	<b>84.52</b>	<b>176,909,237</b>	<b>889,755</b>	<b>99.00</b>	<b>1.00</b>



**Agenda** 7. Approval of appointment of Mr. David Lawrence Johnson as a Director.

Resolution required (Ordinary / Special)	Ordinary Resolution								
	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	(1)	127,108,444	(2)	100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
	Poll			127,108,444		127,108,444	-	100	-
	Postal Ballot								
	<b>Total</b>		<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	-	<b>100</b>	-
Public Institutions	E-voting		64,568,758	50,416,242	78.08	47,909,806	25,06,436	95.03	4.97
	Poll			-	-	-	-	-	-
	Postal Ballot								
	<b>Total</b>		<b>64,568,758</b>	<b>50,416,242</b>	<b>78.08</b>	<b>47,909,806</b>	<b>2,506,436</b>	<b>95.03</b>	<b>4.97</b>
Public Non Institutions	E-voting		18,686,684	96,878	0.52	96,858	20	99.98	0.02
	Poll			155,400	0.832	154,900	500	99.68	0.32
	Postal -Ballot								
	<b>Total</b>		<b>18,686,684</b>	<b>252,278</b>	<b>1.35</b>	<b>251,758</b>	<b>520</b>	<b>99.79</b>	<b>0.21</b>
<b>Total</b>			<b>210,363,886</b>	<b>177,776,964</b>	<b>84.51</b>	<b>175,270,008</b>	<b>2,506,956</b>	<b>99.00</b>	<b>1.00</b>

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

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

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**Agenda** 9. Approval of appointment of Mr. Dario Zamarian as a Director.

**Resolution required (Ordinary / Special)** Ordinary Resolution

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot				Not Applicable			
	<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
	Poll							
	Postal Ballot				Not Applicable			
	<b>Total</b>	<b>64,568,758</b>	<b>50,438,280</b>	<b>78.12</b>	<b>49,549,045</b>	<b>889,235</b>	<b>98.24</b>	<b>1.76</b>
Public Non Institutions	E-voting	18,686,684	96,858	0.52	96,858	-	100.00	-
	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot				Not Applicable			
	<b>Total</b>	<b>18,686,684</b>	<b>252,258</b>	<b>1.35</b>	<b>251,758</b>	<b>500</b>	<b>99.80</b>	<b>0.20</b>
<b>Total</b>		<b>210,363,886</b>	<b>177,798,982</b>	<b>84.52</b>	<b>176,909,247</b>	<b>889,735</b>	<b>99.00</b>	<b>1.00</b>


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

Resolution required (Ordinary / Special)	Special Resolution	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	100	100	-
	Poll									
	Postal Ballot									
			<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	-	<b>100</b>	-
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,887,695	550,585	98.91	98.91	98.91	1.09
	Poll									
	Postal Ballot									
			<b>Total</b>	<b>64,568,758</b>	<b>50,438,280</b>	<b>78.12</b>	<b>49,887,695</b>	<b>550,585</b>	<b>98.91</b>	<b>1.09</b>
Public Non Institutions	E-voting	18,686,684	96,858	0.52	96,662	196	99.80	99.80	99.80	0.20
	Poll		155,400	0.832	153,532	1,868	98.80	98.80	98.80	1.20
	Postal -Ballot									
			<b>Total</b>	<b>18,686,684</b>	<b>252,258</b>	<b>1.35</b>	<b>250,194</b>	<b>2,064</b>	<b>99.18</b>	<b>0.82</b>
<b>Total</b>		<b>210,363,886</b>	<b>177,798,982</b>	<b>84.52</b>	<b>177,246,333</b>	<b>552,649</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>0.00</b>

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

**Resolution required (Ordinary / Special)** Special Resolution

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-voting	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>64,568,758</b>	<b>50,416,242</b>	<b>78.08</b>	<b>37,222,712</b>	<b>13,193,530</b>	<b>73.83</b>	<b>26.17</b>
Public Non Institutions	E-voting		96,958	0.52	92,534	4,424	95.44	4.56
	Poll		155,400	0.83	154,678	722	99.54	0.46
	Postal -Ballot							
	<b>Total</b>	<b>18,686,684</b>	<b>252,358</b>	<b>1.35</b>	<b>247,212</b>	<b>5,146</b>	<b>97.96</b>	<b>2.04</b>
<b>Total</b>		<b>210,363,886</b>	<b>177,777,044</b>	<b>84.51</b>	<b>164,578,368</b>	<b>13,198,676</b>	<b>93.00</b>	<b>7.00</b>


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

**Resolution required (Ordinary / Special)**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and promoter group	E-voting	127,108,444	127,108,444	100	127,108,444	-	100	-
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>127,108,444</b>	<b>127,108,444</b>	<b>100</b>	<b>127,108,444</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-voting	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>64,568,758</b>	<b>50,416,242</b>	<b>78.08</b>	<b>37,222,712</b>	<b>13,193,530</b>	<b>73.83</b>	<b>26.17</b>
Public Non Institutions	E-voting	18,686,684	96,958	0.52	42,799	54,159	44.14	55.86
	Poll		155,400	0.832	154,565	835	99.46	0.54
	Postal -Ballot							
	<b>Total</b>	<b>18,686,684</b>	<b>252,358</b>	<b>1.35</b>	<b>197,364</b>	<b>54,994</b>	<b>78.21</b>	<b>21.79</b>
<b>Total</b>		<b>210,363,886</b>	<b>177,777,044</b>	<b>84.51</b>	<b>164,528,520</b>	<b>13,248,524</b>	<b>93.00</b>	<b>7.00</b>


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**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
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### **Consolidated Scrutinizer's Report**

(Pursuant to the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,

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

Dear Sir,

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

- i) the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;
- ii) voting by poll at the venue of the Annual General Meeting (AGM) under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, and voting through poll (Physical voting at the venue of 25<sup>th</sup> AGM) as per the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 12 of the Notice of the 25<sup>th</sup> AGM of the members of the Company dated 27<sup>th</sup> September 2016.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the





time being in force) with regard to voting through electronic means (by remote e-voting) and voting by poll at the venue of the AGM on the resolutions proposed in the Notice of the 25<sup>th</sup> AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained/invalid" votes or poll papers, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by NSDL and voting conducted by poll at the venue of the AGM and the authorizations / proxies lodged with the Company.

**DISPATCH OF NOTICE CONVENING THE MEETING:**

The Notice dated 27<sup>th</sup> September 2016 convening the 25<sup>th</sup> Annual General Meeting (AGM) along with the Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions to be passed at 25<sup>th</sup> AGM of the Equity Shareholders of the Company held on the Friday, 4<sup>th</sup> November 2016.

**CUT-OFF DATE:**

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 28<sup>th</sup> October 2016, were entitled to vote on the resolutions as set out in the Notice of the 25<sup>th</sup> AGM of the Company.

**REMOTE E-VOTING:**

The Company has availed services of National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.

The remote e-voting period was open for four days which commenced on Monday, 31<sup>st</sup> October 2016 at 9:00 A.M. and concluded on Thursday, 3<sup>rd</sup> November 2016 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.

**VOTING BY POLL AT THE 25<sup>TH</sup> AGM:**

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 after the close of period for remote e-voting the details of members who had cast votes through remote e-voting such as their names, folio numbers, number of shares held were downloaded from the e-voting website of NSDL, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 25<sup>th</sup> AGM.



At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll to facilitate the members present at the meeting, who could not cast their votes through remote-e-voting, to record their votes through the poll process.

**COUNTING PROCESS:**

**i) POLL AT THE VENUE OF 25<sup>TH</sup> AGM:**

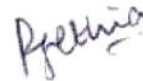
- a) At the time fixed for ordering of the poll by the Chairman, the empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- b) The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. Ramamurthy and Mr. D Prabhu of Bangalore.
- c) The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- d) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

**ii) REMOTE e-VOTING**

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Friday, 4<sup>th</sup> November 2016 in the presence of two witnesses Ms. Pallavi B Kaveri & Ms. Priyanka Sethia, Members of the Institute of Company Secretaries of India who are not in the employment of the Company. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:



Ms. Pallavi B Kaveri



Ms. Priyanka Sethia

I have issued separate Scrutinizer's Report dated 4<sup>th</sup> November 2016 on the results of remote e- voting and voting by poll at the venue of the 25<sup>th</sup> AGM on the resolutions contained in the Notice to the 25<sup>th</sup> AGM of the members of the Company.

I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and voting by poll at the venue of the AGM as under:-



**Item 1: Ordinary Resolution**

1. To receive, consider and adopt the consolidated and standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Directors' and Auditors' thereon.

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

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

The Resolution as mentioned in Item 1 of the Notice of the 25<sup>th</sup> AGM stands passed with requisite majority as an ordinary resolution.

**Item 2: Ordinary Resolution**

2. To declare a final dividend on equity shares

Total Number of members voted	Total Number of votes cast
357	17,77,99,075

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



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

**Item 3: Ordinary Resolution**

3. To ratify the appointment of Statutory Auditors and to fix their remuneration.

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 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 re-imbursement of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Total Number of members voted	Total Number of votes cast
358	17,77,99,085

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

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

**Item 4: Ordinary Resolution**

4. RESOLVED THAT pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any



statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Jan Kathleen Hier (DIN : 07360483), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 11 December 2015, holding office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 11 December 2015.

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

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

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

#### Item 5: Ordinary Resolution

5. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Dixit (DIN: 01798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

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

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



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

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

**Item 6: Ordinary Resolution**

6. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Dalmia (DIN: 05313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

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

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

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

**Item 7: Ordinary Resolution**

7. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. David Lawrence Johnson (DIN: 07593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.



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

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

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

#### Item 8: Ordinary Resolution

8. RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Paul James Upchurch (DIN: 07593638), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

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

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

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



**Item 9: Ordinary Resolution**

9. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dario Zamarian (DIN : 07599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

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

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

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

**Item 10: Special Resolution**

10. RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as an extension of the special resolution of the shareholders passed at the Annual General Meeting held on 1 February 2013, approval of the Members be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive Directors) as may be decided by the Board of Directors or a Committee thereof from time to time and such payment be made out of the profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for each year.

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the earlier resolution, all the Non-Executive Directors of the Company, be paid the





commission based on the following matrix effective the closing hours of 1 September 2016 and the commission be paid at such intervals, as decided by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Remuneration (Rs. Lacs)
Fixed Remuneration – Indian Directors	Flat Fee p.a.	28.00
Fixed Remuneration – Foreign Directors	Flat Fee p.a.	44.00
<b>Variable Remuneration determined based on the following:</b>		
Board Chairmanship	Flat Fee p.a.	10.00
Board Meeting Attendance	Per Meeting	0.75
General Body Meeting Attendance	Per Meeting	0.50
Audit Chairmanship	Flat Fee p.a.	5.00
Audit Membership	Per Meeting	0.40
Nomination and Remuneration Committee Chairmanship	Flat Fee p.a.	1.00
Nomination and Remuneration Committee Membership Attendance	Per Meeting	0.25
Strategy Committee Chairmanship	Flat Fee p.a.	1.00
Strategy Committee Membership Attendance	Per Meeting	0.25

*Note: The portions of the remuneration denominated as "Per Meeting" are applicable in respect of the meetings actually held and participated by the Non-Executive Directors which are statutorily counted for the purpose of quorum.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do or cause to be done all such acts, deeds and things and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

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

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



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

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

**Item 11: Special Resolution**

11. RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the "Mphasis Employee Stock Option Plan 2016" (hereinafter referred to as ESOP 2016) and the Board be and is hereby authorized to grant Employee Stock Options (ESOPs), from time to time, in one or more tranches, to or for the benefit of such employees who are in the permanent employment of the Company (including the Managing/Whole-Time Director and the Non-Executive Directors other than the Independent Directors) and identified by the Board from time to time, at an exercise price being the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the Board at which options are granted (on the stock exchange at which highest trading volume was recorded on such day) and subject to a discount, if such discount is granted by the Board from time to time, of up to 20%, with the underlying equity shares (created by allotment of further shares) not exceeding 8,400,000 equity shares of Rs.10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the ESOP 2016 shall not exceed 1% of the issued and paid-up equity share capital of the Company in any financial year.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of ESOP 2016, provided such amendments are required to be carried out pursuant to changes in the laws.



RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the ESOP 2016 through the Mphasis Employees Equity Reward Trust, an irrevocable trust formed for the administration of the ESOP 2016 of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

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

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

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

**Item 12: Special Resolution**

12. RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has



authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of "Mphasis Employee Stock Option Plan 2016" (ESOP 2016) proposed in the resolution under Item No. 11 of the Notice of AGM to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any question that may arise in this regard.

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

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

The Resolution as mentioned in Item 12 of the Notice of the 25<sup>th</sup> AGM stands passed with requisite majority as a special resolution.



I hereby confirm that the relevant records in respect of the votes cast through e-voting and voting by poll at the venue of 25<sup>th</sup> AGM by the members of the Company shall remain in my safe custody until the Chairman or a director authorized in this regard considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you,  
Yours faithfully



A handwritten signature in black ink, appearing to be "S.P. Nagarajan".

**S P NAGARAJAN**  
**ACS No.10028**  
**CP No.4738**

Place: Bangalore

Dated: 4<sup>th</sup> November 2016

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



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

S-818, Eighth Floor,  
South Block - Manipal Centre,  
47, Dickenson Road,  
Bangalore - 560 042  
Telefax: 080- 41136320, 41141544  
Mobile: 98453 84585  
Email: [cs@nagarajsp818.com](mailto:cs@nagarajsp818.com)  
[www.spncs818.com](http://www.spncs818.com)

**REPORT OF SCRUTINIZER**  
**[Remote e - Voting]**

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

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

Dear Sir,

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

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

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made thereunder (including any amendment thereto for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 12 of the Notice of the 25<sup>th</sup> AGM of the members of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions proposed in the Notice of the 25<sup>th</sup> AGM of the Company is the responsibility of the Company's management.

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



## DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 27<sup>th</sup> September 2016 convening the 25<sup>th</sup> Annual General Meeting (AGM) along with statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions to be passed at 25<sup>th</sup> AGM of the Equity Shareholders of the Company held on the Friday, 4<sup>th</sup> November 2016.

## CUT-OFF DATE:

The voting rights were reckoned as on Friday, 28<sup>th</sup> October 2016, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting.

## REMOTE E-VOTING:

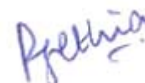
The Company has availed services of NSDL as the agency for providing the remote e-voting platform.

The remote e-voting period was open for four days which commenced on Monday, 31<sup>st</sup> October 2016 at 9:00 A.M. and concluded on Thursday, 3<sup>rd</sup> November 2016 at 5:00 P.M. on <https://www.evoting.nsdl.com/>

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Friday, 4<sup>th</sup> November 2016 in the presence of two witnesses Ms. Pallavi B Kaveri & Ms. Priyanka Sethia, Members of Institute of Company Secretaries of India who are not in the employment of the Company. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:



Ms. Pallavi B Kaveri



Ms. Priyanka Sethia

I submit herewith my scrutinizer's report on the results of voting through remote e-voting as under:-

### Item 1: Ordinary Resolution

1. To receive, consider and adopt the consolidated and standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Directors' and Auditors' thereon.

Total Number of members participated through remote e-voting	Total Number of votes cast
269	17,76,25,159

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,76,25,159	100	0	0	0
<b>Total</b>	<b>17,76,25,159</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



**Item 2: Ordinary Resolution**

2. To declare a final dividend on equity shares

Total Number of members participated through remote e-voting	Total Number of votes cast
268	17,76,43,672

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,76,43,672	100	0	0	0
<b>Total</b>	<b>17,76,43,672</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Item 3: Ordinary Resolution**

3. To ratify the appointment of Statutory Auditors and to fix their remuneration.

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 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 re-imbursalment of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Total Number of members participated through remote e-voting	Total Number of votes cast
269	17,76,43,682

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,59,83,438	99.07	16,60,244	0.93	0
<b>Total</b>	<b>17,59,83,438</b>	<b>99.07</b>	<b>16,60,244</b>	<b>0.93</b>	<b>0</b>





#### Item 4: Ordinary Resolution

4. RESOLVED THAT pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Jan Kathleen Hier (DIN : 07360483), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 11 December 2015, holding office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 11 December 2015.

Total Number of members participated through remote e-voting	Total Number of votes cast
268	17,76,43,602

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,76,43,582	100	20	0	0
<b>Total</b>	<b>17,76,43,582</b>	<b>100</b>	<b>20</b>	<b>0</b>	<b>0</b>

#### Item 5: Ordinary Resolution

5. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Dixit (DIN: 01798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation

Total Number of members participated through remote e-voting	Total Number of votes cast
268	17,76,21,564

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,51,15,108	98.59	25,06,456	1.41	0
<b>Total</b>	<b>17,51,15,108</b>	<b>98.59</b>	<b>25,06,456</b>	<b>1.41</b>	<b>0</b>



**Item 6: Ordinary Resolution**

6. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Dalmia (DIN: 05313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members participated through remote e-voting	Total Number of votes cast
267	17,76,43,592

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,67,54,337	99.50	8,89,255	0.50	0
<b>Total</b>	<b>17,67,54,337</b>	<b>99.50</b>	<b>8,89,255</b>	<b>0.50</b>	<b>0</b>

**Item 7: Ordinary Resolution**

7. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. David Lawrence Johnson (DIN: 07593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members participated through remote e-voting	Total Number of votes cast
268	17,76,21,564

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,51,15,108	98.59	25,06,456	1.41	0
<b>Total</b>	<b>17,51,15,108</b>	<b>98.59</b>	<b>25,06,456</b>	<b>1.41</b>	<b>0</b>

**Item 8: Ordinary Resolution**

8. RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Paul James Upchurch (DIN :



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

Total Number of members participated through remote e-voting	Total Number of votes cast
266	17,76,31,757

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,67,42,502	99.50	8,89,255	0.50	0
<b>Total</b>	<b>17,67,42,502</b>	<b>99.50</b>	<b>8,89,255</b>	<b>0.50</b>	<b>0</b>

#### Item 9: Ordinary Resolution

9. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dario Zamarian (DIN : 07599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members participated through remote e-voting	Total Number of votes cast
267	17,76,43,582

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,67,54,347	99.50	8,89,235	0.50	0
<b>Total</b>	<b>17,67,54,347</b>	<b>99.50</b>	<b>8,89,235</b>	<b>0.50</b>	<b>0</b>

#### Item 10: Special Resolution

10. RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as an extension of the special resolution of the shareholders passed at the Annual General Meeting held on 1 February 2013, approval of the Members be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive



Directors) as may be decided by the Board of Directors or a Committee thereof from time to time and such payment be made out of the profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for each year.

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the earlier resolution, all the Non-Executive Directors of the Company, be paid the commission based on the following matrix effective the closing hours of 1 September 2016 and the commission be paid at such intervals, as decided by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Remuneration (Rs. Lacs)
Fixed Remuneration – Indian Directors	Flat Fee p.a.	28.00
Fixed Remuneration – Foreign Directors	Flat Fee p.a.	44.00
<b>Variable Remuneration determined based on the following:</b>		
Board Chairmanship	Flat Fee p.a.	10.00
Board Meeting Attendance	Per Meeting	0.75
General Body Meeting Attendance	Per Meeting	0.50
Audit Chairmanship	Flat Fee p.a.	5.00
Audit Membership	Per Meeting	0.40
Nomination and Remuneration Committee Chairmanship	Flat Fee p.a.	1.00
Nomination and Remuneration Committee Membership Attendance	Per Meeting	0.25
Strategy Committee Chairmanship	Flat Fee p.a.	1.00
Strategy Committee Membership Attendance	Per Meeting	0.25

*Note: The portions of the remuneration denominated as "Per Meeting" are applicable in respect of the meetings actually held and participated by the Non-Executive Directors which are statutorily counted for the purpose of quorum.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do or cause to be done all such acts, deeds and things and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.



Total Number of members participated through remote e-voting	Total Number of votes cast
267	17,76,43,582

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	17,70,92,801	99.69	5,50,781	0.31	0
<b>Total</b>	<b>17,70,92,801</b>	<b>99.69</b>	<b>5,50,781</b>	<b>0.31</b>	<b>0</b>

### Item 11: Special Resolution

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the "Mphasis Employee Stock Option Plan 2016" (hereinafter referred to as ESOP 2016) and the Board be and is hereby authorized to grant Employee Stock Options (ESOPs), from time to time, in one or more tranches, to or for the benefit of such employees who are in the permanent employment of the Company (including the Managing/Whole-Time Director and the Non-Executive Directors other than the Independent Directors) and identified by the Board from time to time, at an exercise price being the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the Board at which options are granted (on the stock exchange at which highest trading volume was recorded on such day) and subject to a discount, if such discount is granted by the Board from time to time, of up to 20%, with the underlying equity shares (created by allotment of further shares) not exceeding 8,400,000 equity shares of Rs. 10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the ESOP 2016 shall not exceed 1% of the issued and paid-up equity share capital of the Company in any financial year.



RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of ESOP 2016, provided such amendments are required to be carried out pursuant to changes in the laws.

RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the ESOP 2016 through the Mphasis Employees Equity Reward Trust, an irrevocable trust formed for the administration of the ESOP 2016 of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

Total Number of members participated through remote e-voting	Total Number of votes cast
269	17,76,21,644

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,44,23,690	92.57	1,31,97,954	7.43	0
<b>Total</b>	<b>16,44,23,690</b>	<b>92.57</b>	<b>1,31,97,954</b>	<b>7.43</b>	<b>0</b>

#### Item 12: Special Resolution

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of "Mphasis Employee Stock Option Plan 2016" (ESOP 2016) proposed in the resolution under Item No. 11



of the Notice of AGM to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any question that may arise in this regard.

Total Number of members participated through remote e-voting	Total Number of votes cast
269	17,76,21,644

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,43,73,955	92.54	1,32,47,689	7.46	0
<b>Total</b>	<b>16,43,73,955</b>	<b>92.54</b>	<b>1,32,47,689</b>	<b>7.46</b>	<b>0</b>

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting, shall remain in my safe custody until the Chairman or a director authorized in this regard considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you,  
Yours faithfully



**S P NAGARAJAN**  
**ACS No.10028**  
**CP No.4738**

Place: Bangalore  
Dated:4<sup>th</sup> November 2016

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

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

S-818, Eighth Floor,  
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47, Dickenson Road,  
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**FORM No. MGT-13**  
**Report of Scrutinizer**  
**Physical voting at the venue of 25<sup>th</sup> AGM**

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

To,

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

Dear Sir,

I, S P Nagarajan, Company Secretary in Practice, appointed as the Scrutinizer for the purpose of the Poll (Physical voting at the venue of 25<sup>th</sup> AGM) taken on the resolutions contained in the Notice under Items numbered 1 to 12 of the 25<sup>th</sup> Annual General Meeting (AGM) of the members of Mphasis Limited (the Company) held on the Friday, 4<sup>th</sup> November 2016 at 10:00 A.M. at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014], and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, submit my report as under:

1. At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll (physical voting at the venue of 25<sup>th</sup> AGM) to facilitate the members present at the meeting who could not cast their votes through e-voting or postal ballot forms to record their votes through the poll process.
2. At the time fixed for ordering of the poll by the Chairman, the empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. Ramamurthy and Mr. D Prabhu of Bangalore.

3. The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.





4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under:

**Item 1: Ordinary Resolution**

1. To receive, consider and adopt the consolidated and standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Directors' and Auditors' thereon.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	1,55,400	100.00

**Voted against the resolution:**

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

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 2: Ordinary Resolution**

2. To declare a final dividend on equity shares

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	1,55,400	100.00



**Voted against the resolution:**

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

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 3: Ordinary Resolution**

3. To ratify the appointment of Statutory Auditors and to fix their remuneration.

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 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 re-imbursment of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	1,55,400	100.00

**Voted against the resolution:**

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



**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 4: Ordinary Resolution**

4. RESOLVED THAT pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Jan Kathleen Hier (DIN : 07360483), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 11 December 2015, holding office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 11 December 2015.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85	1,54,900	100.00

**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 5: Ordinary Resolution**

5. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment



thereof for the time being in force), Mr. Amit Dixit (DIN: 01798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85	1,54,900	100.00

**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 6: Ordinary Resolution**

6. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Dalmia (DIN: 05313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85	1,54,900	100.00



**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 7: Ordinary Resolution**

7. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. David Lawrence Johnson (DIN: 07593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85	1,54,900	100.00

**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 8: Ordinary Resolution**

8. RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Paul James Upchurch (DIN: 07593638),



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

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85	1,54,900	100.00

**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 9: Ordinary Resolution**

9. RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dario Zamarian (DIN: 07599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85	1,54,900	100.00

**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0



**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 10: Special Resolution**

10. RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as an extension of the special resolution of the shareholders passed at the Annual General Meeting held on 1 February 2013, approval of the Members be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive Directors) as may be decided by the Board of Directors or a Committee thereof from time to time and such payment be made out of the profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for each year.

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the earlier resolution, all the Non-Executive Directors of the Company, be paid the commission based on the following matrix effective the closing hours of 1 September 2016 and the commission be paid at such intervals, as decided by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Remuneration (Rs. Lacs)
Fixed Remuneration – Indian Directors	Flat Fee p.a.	28.00
Fixed Remuneration – Foreign Directors	Flat Fee p.a.	44.00
<b>Variable Remuneration determined based on the following:</b>		
Board Chairmanship	Flat Fee p.a.	10.00
Board Meeting Attendance	Per Meeting	0.75
General Body Meeting Attendance	Per Meeting	0.50
Audit Chairmanship	Flat Fee p.a.	5.00
Audit Membership	Per Meeting	0.40
Nomination and Remuneration Committee Chairmanship	Flat Fee p.a.	1.00
Nomination and Remuneration Committee Membership Attendance	Per Meeting	0.25
Strategy Committee Chairmanship	Flat Fee p.a.	1.00
Strategy Committee Membership Attendance	Per Meeting	0.25



*Note: The portions of the remuneration denominated as "Per Meeting" are applicable in respect of the meetings actually held and participated by the Non-Executive Directors which are statutorily counted for the purpose of quorum.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do or cause to be done all such acts, deeds and things and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
78	1,53,532	99.00

**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	1,868	1.00

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 11: Special Resolution**

11. RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by





this resolution), the approval of the members of the Company be and is hereby accorded to the “Mphasis Employee Stock Option Plan 2016” (hereinafter referred to as ESOP 2016) and the Board be and is hereby authorized to grant Employee Stock Options (ESOPs), from time to time, in one or more tranches, to or for the benefit of such employees who are in the permanent employment of the Company (including the Managing/Whole-Time Director and the Non-Executive Directors other than the Independent Directors) and identified by the Board from time to time, at an exercise price being the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the Board at which options are granted (on the stock exchange at which highest trading volume was recorded on such day) and subject to a discount, if such discount is granted by the Board from time to time, of up to 20%, with the underlying equity shares (created by allotment of further shares) not exceeding 8,400,000 equity shares of Rs.10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the ESOP 2016 shall not exceed 1% of the issued and paid-up equity share capital of the Company in any financial year.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of ESOP 2016, provided such amendments are required to be carried out pursuant to changes in the laws.

RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the ESOP 2016 through the Mphasis Employees Equity Reward Trust, an irrevocable trust formed for the administration of the ESOP 2016 of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
80	1,54,678	100



**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	722	0

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

**Item 12: Special Resolution**

12. RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of "Mphasis Employee Stock Option Plan 2016" (ESOP 2016) proposed in the resolution under Item No. 11 of the Notice of AGM to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any question that may arise in this regard.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

**Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
78	1,54,565	99.00



**Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	835	1.00

**Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	3

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

Thanking you,  
Yours faithfully



**S P NAGARAJAN**  
**ACS No.10028**  
**CP No.4738**

Place: Bangalore

Dated: 4<sup>th</sup> November 2016

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