

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Mphasis Limited will be held at 10:30 A.M. on Tuesday, the 7 August 2018, at The Chancery Pavilion Hotel, No. 135, K.S. Thimmaiah Road (Residency Road), Bengaluru 560 025, India, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the consolidated and standalone financial statements of the Company comprising of the audited balance sheet as at 31 March 2018, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.
2. To declare a final dividend on equity shares.
3. To appoint a director in place of Mr. Amit Dalmia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. David Lawrence Johnson, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the thirty second Annual General Meeting and to fix their remuneration:

**RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. BSR & Co. LLP, Chartered Accountants (Registration No.101248W/W-100022), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of thirty second Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

### SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Narayanan Kumar (DIN 7848), Independent Director, whose period of office expires on 1 April 2019, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective 1 April 2019.

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

**SUBRAMANIAN NARAYAN**  
Vice President and Company Secretary

Bengaluru  
10 May 2018

Registered Office:  
Bagmane World Technology Center,  
Marathahalli Outer Ring Road,  
Doddanakundi Village, Mahadevapura, Bengaluru 560048  
CIN:L30007KA1992PLC025294  
Telephone: 080 - 6750 1000; Fax: 080 - 6695 9943  
Website:www.mphasis.com;  
e-mail: investor.relations@mphasis.com

## NOTICE OF THE ANNUAL GENERAL MEETING

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

Name	Mr. Amit Dalmia	Mr. David Lawrence Johnson	Mr. Narayanan Kumar
DIN	5313886	7593637	7848
Date of the first appointment at the Board	1 Sep 2016	1 Sep 2016	15 Feb 2013
Date of Birth	30 Oct 1975	27 Nov 1963	28 Jan 1950
Qualification	B.Com, CA, CS and CWA	B.A. and MBA	Electronic engineering and Master's in management
Nature of expertise in specific functional areas	Finance and Management	Strategy and Management	Technology, Finance and Management
Directorship in other listed entities	Refer below	Nil	Refer below
Membership/ Chairmanship in Committees of other listed entities	Nil	Nil	Refer below

Name of the Director	Companies	Membership/ Chairmanship
<b>Mr. Narayanan Kumar</b>	Bharti Infratel Limited*	-
	Entertainment Network (India) Limited*	Audit Committee Chairman
	Times Innovative Media Limited	Audit Committee Member
	Aegon Life Insurance Company Limited	Audit Committee Member
	Take Solutions Limited*	Stakeholders Grievance Committee Chairman
	L & T Technology Services Limited*	Audit Committee Chairman
	MRF Limited	-
Larsen and Toubro Limited	-	
<b>Mr. Amit Dalmia</b>	SH Kelkar and Company Limited*	Audit Committee Member

\* listed companies

#### Notes:

- Directorships in unlisted entities, foreign companies and membership in governing councils, chambers and other bodies are not included.
- Membership/Chairmanship in Audit Committee and Stakeholder Grievance Committees of other listed public entities is considered.
- There is no inter-se relationship amongst the Directors and Key Managerial Personnel.
- The above stated Directors do not hold any shares of the Company.
- The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2018.
- The detailed profile of Directors are disclosed in the Annual Report 2018 and are also hosted on the website of the Company at [www.mphasis.com](http://www.mphasis.com).

#### Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the Notice. An explanatory statement to item No. 5 is also attached and forms part of the Notice.
- A person can act as a Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case where Proxies representing more than fifty (50) members or representing more than ten percent (10%) of the voting rights are received by the Company, the Proxy may choose the members to be represented and confirm the same to the Company at its registered office by the closing hours of Saturday, 4 August 2018. In case the Company does not receive such confirmation, the Proxies appointed, within the aforesaid limit, in the order of receipt of Proxy forms by the Company will be considered.
- The copies of the Annual Report, Notice of the Annual General Meeting (AGM) and dividend intimation are being sent to those members, through electronic mail (e-mail), who have registered their e-mail IDs with their Depository Participant (DP) or Registrar and Share Transfer Agent (RTA). Members are requested to update their preferred e-mail ID with the DP/RTA, as the case may be, which will be used by the Company for future communication.
- The Company is pleased to provide remote e-voting facility (e-voting) to its members for voting on the resolutions placed before the members at this AGM. Members desirous of availing this e-voting facility are requested to read the instructions in relation to e-voting given after this section and comply with the instructions to cast vote electronically. Members who have not cast their vote through e-voting can physically cast their vote through poll at the AGM.
- A member can opt for only one mode of voting, i.e. either through e-voting or in physical form. If a member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote cast by ballot shall be invalid.

## NOTICE OF THE ANNUAL GENERAL MEETING

7. The Chairman of the Annual General Meeting shall at the end of discussion on all the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of a physical ballot for all those members who are present at the AGM but have not cast their votes through remote e-voting facility.
8. The Scrutinizer, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.
9. The results declared along with the report of the Scrutinizer will be placed on the website of the Company, [www.mphasis.com](http://www.mphasis.com) (<https://www.mphasis.com/CorporateGovernance.html>) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) after the declaration of result by the Chairman or a person authorized by him. The results will also be immediately forwarded to the stock exchanges where the shares of the Company are listed. In addition, the results will also be displayed on the Notice Board of the Company at the registered office, and the corporate office at "Bagmane Laurel", Bagmane Technology Park, Byrasandra Village, C V Raman Nagar, Bengaluru - 560093.
10. Members/Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith, duly filled, to the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 28 July 2018 to Tuesday, 7 August 2018 (both days inclusive).
12. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31 March 2018, if approved, at the Annual General Meeting, will be payable:
  - a. to those members holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Friday, 27 July 2018, after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar and Share Transfer Agent on or before Friday, 27 July 2018; and
  - b. in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose at the close of business hours on Friday, 27 July 2018.
13. Pursuant to Section 124 of the Companies Act, 2013 read with the Investor Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the dividends remaining unclaimed/unpaid for seven years is required to be transferred to Investor Education and Protection Fund. Accordingly, the unclaimed and unpaid final dividend for the year 2010-11, is due to be transferred to the Investor Education and Protection Fund in April 2019. Shareholders who are yet to claim the said dividend, are requested to submit their claims to the Registrar and Share Transfer Agent, viz., Integrated Registry Management Services Private Ltd Unit-Mphasis Limited. The Company has filed IEPF – I together with the details of the shareholders whose dividend are unclaimed. The same has also been uploaded on the website of the Company: [www.mphasis.com](http://www.mphasis.com).  
  
Further, in terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which the dividend remains unclaimed for seven consecutive years are also required to be transferred to Investor Education and Protection Fund (IEPF). Accordingly, as at the date of the Notice there are 90,874 shares held by 55 shareholders, which are liable to be transferred to IEPF Authority in April 2019.  
  
The Company has uploaded the details of shareholders whose shares are required to be transferred to IEPF Authority on the website of the Company at <https://www.mphasis.com/content/dam/mphasis-com/global/en/investors/governance/LIST%20OF%20SHAREHOLDERS%20WHOSE%20DIVIDEND%20REMAINS%20UNPAID%20FOR%20SEVEN%20CONSECUTIVE%20YEARS%20AS%20AT%2005JAN2018.pdf>.
14. The question and answer session in relation to the financial accounts of the Company will be taken when the resolution in relation to Item Nos. 1 and 2 of the Notice is in motion. The members will have an opportunity to raise their queries and/or provide their suggestions to the Board which will be responded to appropriately by the Chairman of the meeting.
15. Shareholders intending to require information about the financial accounts, to be explained at the meeting, are requested to inform the Company atleast a week in advance of their queries, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
16. The following are the details of the transactions in the unclaimed suspense account, which is used by the Company for crediting the unclaimed shares, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Unclaimed shares outstanding as at 1 April 2017	Unclaimed shares released during the period	Closing balance of shares as at 31 March 2018
18,150	13,650	4,500

*Note: the shares released from the unclaimed suspense account represents the shares transferred during the year to the Investor Education and Protection Fund Authority (IEPF Authority) pursuant to Section 124 of the Companies Act, 2013.*

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17. The identity/signature of the members holding shares in demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL, to the Company. Such members are advised to bring the relevant Identity Card issued by the Depository Participant.
18. Members are requested to notify any change in their address to the Company/Depository Participant as the case may be.
19. The shareholders are requested to communicate all their correspondence to:  
Vice President and Company Secretary, Mphasis Limited, Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakundi Village, Mahadevapura, Bengaluru - 560 048. e-mail: subramanian.narayan@mphasis.com, Ph: +91 (080) 6750 1000 Fax: +91 (080) 6695 9943.

OR

Integrated Registry Management Services Private Ltd., Unit: Mphasis Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003. e-mail: giri@integratedindia.in; Ph: +91 (080) 2346 0815 – 818; Fax: +91 (080) 2346 0819.

### VOTING THROUGH ELECTRONIC MEANS

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members an electronic voting (e-voting) facility to exercise their right to vote on the resolutions proposed to be considered at the Twenty Seventh Annual General Meeting (AGM) by electronic means. The facility of casting votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through a physical ballot shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting shall only, be able to exercise their right to vote at the meeting through physical ballot.
3. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
4. The remote e-voting period commences on Thursday, 2 August 2018 at 9.00 AM and ends on Monday, 6 August 2018 at 5.00 PM. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 31 July 2018, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL after 5:00 PM on 6 August 2018. Votes cast once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to Mr. Subramanian Narayan, Vice President and Company Secretary, at the registered office of the Company or may be e-mailed to subramanian.narayan@mphasis.com.
6. **The process and manner for remote e-voting are as under:**
  - a) **In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:**
    - (i) Open e-mail and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as the password. The said PDF file contains your user ID and Password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and Password as initial Password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select “EVEN” of “Mphasis Limited”.
    - (viii) Now you are ready for remote e-voting as the Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Mr. S P Nagarajan through e-mail to [cs@nagarajansp818.com](mailto:cs@nagarajansp818.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## NOTICE OF THE ANNUAL GENERAL MEETING

b) In case a member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided as below in the Attendance Slip:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast the vote.

7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No.: 1800-222-990.
8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares held in the Company as on the cut-off date, i.e. Tuesday, 31 July 2018.
11. Any person, who acquires shares of the Company and becomes a member of the Company after dispatching of the notice and holding shares as of the cut-off date i.e. Tuesday, 31 July 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [giri@integratedindia.in](mailto:giri@integratedindia.in).  
  
However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No.: 1800-222-990.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
13. Mr. S P Nagarajan (PCS No.4738) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice. An explanatory statement in relation to Item No.5 is also furnished and should also be taken as forming part of the Notice.

#### Item No. 5:

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W), will hold office until the conclusion of the ensuing Annual General Meeting and will not seek re-appointment. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty second Annual General Meeting.

The Board of Directors at its meeting held on 10 May 2018, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. BSR & Co. LLP, Chartered Accountants, (Registration No.101248W/W-100022), as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a period of five consecutive terms from the conclusion of the twenty seventh Annual General Meeting till the conclusion of thirty second Annual General Meeting of the Company.

M/s. BSR & Co. LLP, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

#### Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

## NOTICE OF THE ANNUAL GENERAL MEETING

### Item No. 6:

Mr. Narayanan Kumar (DIN 7848) has been a director of the Company effective 15 February 2013. In terms of Section 149 of the Companies Act, 2013, the members have at the Twenty Fourth Annual General Meeting held on 9 September 2015 appointed Mr. Kumar as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 1 April 2014. Accordingly, the current term of Mr. Kumar expires on 31 March 2019. In terms of Section 149 of the Companies Act, 2013, Mr. Kumar is eligible for being appointed as an Independent Director for another term of 5 consecutive years effective 1 April 2019. The Company has received a notice in writing from a member proposing the re-appointment of Mr. Kumar as an Independent Director of the Company for another term of five consecutive years effective 1 April 2019.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 10 May 2018, approved, subject to the approval of the members at the ensuing Annual General Meeting, re-appointment of Mr. Kumar as an Independent Director for another term of five consecutive years commencing from 1 April 2019. Mr. Kumar will not be liable to retire by rotation.

Mr. Kumar is an eminent personality in his field. Considering his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company. The Board, therefore, recommends the resolution as set out in item No. 6 of the Notice for approval of members by means of a special resolution. A brief profile covering his qualifications, area of expertise and other details of the said Independent Director as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, is provided in the Notice and a detailed profile of Mr. Kumar is provided in the Annual Report and also hosted on the website of the Company at [www.mphasis.com](http://www.mphasis.com). The details of remuneration paid to the aforesaid Independent Director is given in the Corporate Governance Report forming part of the Annual Report 2018.

The re-appointment is recommended based on knowledge, skills, experience and performance evaluation of Mr. Kumar. He has attended all the Board Meetings and the Committees of which he is a Chairman and/or Member except one during his tenure as an Independent Director. His performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. Mr. Kumar has been evaluated on parameters including proactive discussions, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behavior and judgement in his decisions and if he strives to bring in the best practices regarding governance, disclosures and operations. He has been rated most favorably in his performance evaluation by other directors. Mr. Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as the Director. The Company has also received a declaration that he meets the criteria for the independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Kumar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for re -appointment as an Independent Director.

### Interest of Directors and Key Managerial Personnel:

The Independent Director, Mr. Narayanan Kumar is interested in the resolution. None of the other directors and Key Managerial Personnel of the Company and their relatives are interested in the above resolution.

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

**SUBRAMANIAN NARAYAN**  
Vice President and Company Secretary

Bengaluru  
10 May 2018

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

## Mphasis Limited

Regd. Office: Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanakundi Village, Mahadevapura, Bengaluru – 560 048.  
 CIN:L30007KA1992PLC025294; e-mail:investor.relations@mphasis.com; Website:www.mphasis.com  
 Telephone:+91-80-6750 1000; Fax:+91-80-6695 9943

## TWENTY SEVENTH ANNUAL GENERAL MEETING PROXY FORM

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

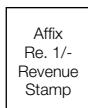
I/We, being the member(s) of _____ shares of the above named company, hereby appoint:	
1. Mr./Mrs./Miss _____ address _____,	
e-mail id: _____ Signature*, or failing him/her	
2. Mr./Mrs./Miss _____ address _____,	
e-mail id: _____ Signature*, or failing him/her	
3. Mr./Mrs./Miss _____ address _____,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

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

as my/our proxy to attend and vote (on poll) for me/ us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company to be held on Tuesday, 7 August 2018 at 10:30 AM at The Chancery Pavilion Hotel, No. 135, K S Thimmaiah Road (Residency Road), Bengaluru 560 025, India and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.	Description	✓ Refer Note 1
1	Adoption of standalone and consolidated financial statements	
2	Approval of final dividend on equity shares	
3	Re-appointment of Mr. Amit Dalmia, who retires by rotation	
4	Re-appointment of Mr. David Lawrence Johnson, who retires by rotation	
5	Appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors and fixing their remuneration	
6	Re-appointment of Mr. Narayanan Kumar as an Independent Director	

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.



\_\_\_\_\_  
 Signature of the Shareholder

Specimen Signature of the proxy

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Specimen Signature of the proxy

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Specimen Signature of the proxy

**Notes:**

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

INTENTIONALLY LEFT BLANK