

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of Mphasis Limited will be held at 10:30 A.M. on Thursday, the 25 July 2019, at Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the consolidated and standalone financial statements of the Company comprising of audited balance sheet as at 31 March 2019, 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 Dixit, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Paul James Upchurch, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to 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. Marshall Jan Lux (DIN: 08178748), in respect of whom the Company has received a notice in writing from a member proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "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 (the "Listing Regulations"), Mr. Davinder Singh Brar (DIN: 00068502), Independent Director, whose period of office expires on 30 September 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 the Listing Regulations 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 October 2019.

By order of the Board
For Mphasis Limited

SUBRAMANIAN NARAYAN
Vice President and Company Secretary

Paris, France
27 May 2019

Registered Office:
Bagmane World Technology Center,
Marathahalli Outer Ring Road,
Doddanakundi Village, Mahadevapura,
Bengaluru 560 048
CIN:L30007KA1992PLC025294
Telephone: 080 - 6750 1000;
Website:www.mphasis.com;
e-mail: investor.relations@mphasis.com

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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 Dixit	Mr. Paul James Upchurch	Mr. Marshall Jan Lux	Mr. Davinder Singh Brar
DIN	01798942	07593638	08178748	00068502
Date of first appointment at the Board	1 Sep 2016	1 Sep 2016	7 Aug 2018	8 Apr 2004
Date of Birth	26 Jan 1973	5 Nov 1968	22 Feb 1960	21 August 1952
Qualification	MS (Engineering), B.Tech and MBA	Bachelor of Science in Information Science	Master's in Business	B.E. Electrical and Master's in Management
Nature of expertise in specific functional areas	Technology, Finance and Management	Technology and Management	Technology and Management	Technology, Finance and Management
Directorship in the Boards of other Indian listed entities	Refer below	Nil	Nil	Refer below
Membership/ Chairmanship in Committees of other Indian listed entities	Refer below	Nil	Nil	Refer below

Name of the Director	Other Directorship in Indian Public Companies	Membership/ Chairmanship
Mr. Amit Dixit	Jagran Prakashan Limited	Member of Audit Committee
Mr. Davinder Singh Brar	Maruti Suzuki India Limited	Chairman of Audit Committee Member of Stakeholders Relationship Committee
	Wockhardt Limited	Member of Audit Committee and Stakeholders Relationship Committee

Notes:

1. Directorships in unlisted entities, foreign companies and membership in governing councils, chambers and other bodies are not included.
2. Membership/Chairmanship in Audit Committee and Stakeholders Relationship Committee of other listed public entities is considered.
3. There is no inter-se relationship amongst the Directors and Key Managerial Personnel.
4. The above stated Directors do not hold any shares of the Company.
5. The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2019.
6. The detailed Profile of Directors are disclosed in the Annual Report 2019 and are also hosted on the website of the Company at www.mphasis.com.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF/ITSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. 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.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
3. A person can act as a Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case where proxies representing more than fifty (50) members or representing more than ten percent (10%) of the voting rights are received by the Company, the proxy may choose the members to be represented and confirm the same to the Company at its registered office by the closing hours of Friday, 19 July 2019. 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.
4. A copy of the Annual Report, Notice of 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 the Registrar and Share Transfer Agent (RTA) or with their Depository Participant (DP)/Company. Members are requested to update their preferred e-mail ID with the RTA/DP/Company, as the case may be, which will be used by the Company for future communication.
5. 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 their vote electronically. Members who have not casted their vote through e-voting can physically cast their vote through poll at the AGM.
6. 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/its vote by both modes, then voting done through e-voting shall prevail and the vote casted by ballot shall be invalid.
7. The Chairman of the AGM shall at the end of discussion on all the resolutions on which the voting is to be held allow voting with the assistance of a Scrutinizer, by use of ballot for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer, shall 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

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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 (<https://www.mphasis.com/CorporateGovernance.html>) and on the website of NSDL (www.evoting.nsdl.com) after the declaration of the results 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, 13 July 2019 to Thursday, 25 July 2019 (both days inclusive).
12. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31 March 2019, 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, 12 July 2019, after giving effect to all valid transfers in physical form lodged with the Company or its Registrar & Share Transfer Agent on or before Friday, 12 July 2019; 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 (CDSIL) for this purpose at the close of business hours on Friday, 12 July 2019.
13. Pursuant to Section 124 of the Companies Act, 2013 read with the Investor Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules, 2016), the dividends remaining unclaimed/unpaid for seven years is required to be transferred to Investor Education & Protection Fund. Accordingly, the unclaimed and unpaid dividend for the year 2011-12, is liable to be transferred to the Investor Education & Protection Fund in April 2020. Shareholders who are yet to claim the said unclaimed dividend, are requested to submit their claims to the Registrar & Share Transfer Agent, viz., Integrated Registry Management Services Private Ltd, Unit-Mphasis Limited. The details of shareholders in respect of whom the dividend are unclaimed have been uploaded on the website of the Company at www.mphasis.com under the Investor Section.
 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 is required to be transferred to Investor Education and Protection Fund (IEPF). Accordingly, as at the date of the Notice there are 20,933 shares held by 138 shareholders, which are liable to be transferred to IEPF Authority in April 2020.
 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/new-folder/LIST%20OF%20SHAREHOLDERS%20WHOSE%20DIVIDEND%20REMAINS%20UNPAID%20FOR%20SEVEN%20CONSECUTIVE%20YEARS%20AS%20AT%2031%20MAY%202019.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 are 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 at least 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 2018	Unclaimed shares debited from the account during FY 2019	Closing balance of shares as at 31 March 2019
4,500	-	4,500

Note: As at the date of the Notice, 200 shares have been debited and transferred to the Investor Education Protection Fund, pursuant to Section 124 of the Companies Act, 2013, in respect of which the dividend were unclaimed for seven consecutive years.

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/CDSIL 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 RTA/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) 67501000 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.

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VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members an electronic voting (e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the twenty eighth AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through a physical ballot shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting shall only, be able to exercise their right to vote at the meeting through physical ballot.
3. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
4. The remote e-voting period commences on Saturday, 20 July 2019 at 9.00 AM and ends on Wednesday, 24 July 2019 at 5.00 PM. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 18 July 2019, 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 24 July 2019. Vote casted once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to Mr. 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 the initial Password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Mphasis Limited".
 - (viii) Now you are ready for remote e-voting as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Mr. S P Nagarajan through e-mail to cs@nagarajansp818.com with a copy marked to evoting@nsdl.co.in.
 - 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 or call toll free No.: 1800-222-990.
8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares held in the Company as on the cut-off date, i.e. Thursday, 18 July 2019.
11. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, 18 July 2019, such a member may obtain the login ID and password by sending a request at evoting@nsdl.co.in or giri@integratedindia.in (RTA).

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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 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 physical ballot. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
13. Mr. S P Nagarajan (PCS No.4738) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

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

Item No. 5:

Mr. Marshall Jan Lux was appointed as an additional director on the Board of the Company on 7 August 2018. In terms of Section 161 of the Companies Act, 2013, the additional director holds office till the ensuing Annual General Meeting. The Company has received a notice from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Lux to the office of directorship. Necessary resolution seeking approval of the members for his appointment is placed by means of an Ordinary Resolution.

Mr. Lux has been a Financial Services consultant and practitioner for over 30 years. He is a director or advisor for various Private Equity companies across industries and geographies. Mr. Lux is currently involved in companies ranging from consumer credit, wealth, insurance, health care, technology and financial technology. Mr. Lux has a broad network of C-suite executives, whom he has worked with on some of their most important issues.

Considering his technical expertise, he has been engaged as a senior advisor with Mphasis Corporation, a wholly owned subsidiary of the Company, under Independent Contractor Agreements executed on 11 October 2016 and 9 March 2018. In terms of his engagement, Mr. Lux, inter-alia, advises Mphasis Corporation in the areas of business development, solutions built for Industry verticals and Introduction to prospects. The term of his engagement continues till the agreement is terminated by either party in accordance with the terms of the agreements referred above. The terms of his remuneration consist of the following commission plan which is linked to the revenue from new clients introduced by Mr. Lux:

- 1% of the new revenue for the first year
- 0.5% of the new revenue for the second year
- In case the profitability of the contracts is below the defined threshold, the commission will be half the rates specified above.

In addition to the above, Mr. Lux is also entitled for stock-based Incentive Units of Mphasis Corporation.

Mr. Lux holds 50,000 stock-based Incentive Units of Mphasis Corporation which were granted at the time of signing the Independent Contractor Agreement. The stock units vest over 5 equal tranches and can be exercised any time up to 6 months from the date of termination of the contract by either party. The amount to be paid by Mphasis Corporation, upon exercise of the Incentive Units, will be difference between Rs.544.50 (being the market price of shares of Mphasis Limited on the date of signing of contract) and share price as on the date of exercise of incentive units. As at the date of notice, 20,000 options are vested.

As at the date of the Notice, no Commission is paid to Mr. Marshall Jan Lux from the date of his appointment as a director as the deals are under progress. He is yet to exercise his Stock Incentive Units. The qualification, areas of expertise and other details of Mr. Lux are detailed in the Notice of the meeting besides the brief profile being available in the Annual Report 2019 and on the website of the Company at www.mphasis.com. The details of attendance of Mr. Lux at the Board Meetings and remuneration paid are available in the Annual Report 2019.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors recommends the appointment of Mr. Lux for approval of the members by means of an Ordinary Resolution.

The copies of the Independent Contractor Agreement entered into with Mr. Lux by Mphasis Corporation will be available for inspection of the members during business hours on all working days at the registered office and at the Corporate office of the Company up to the date of the Annual General Meeting and shall also be available for inspection by the members at the venue of Annual General Meeting.

Interest of Directors and Key Managerial Personnel:

Mr. Lux is interested in the above resolution to the extent of his appointment. None of the other directors and Key Managerial Personnel of the Company and their relatives are interested in the resolution.

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Item No. 6:

Mr. Davinder Singh Brar (DIN: 00068502) is a director of the Company since 8 April 2004. He was also elected as the Chairman of the Board effective 11 December 2015. 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. Brar as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 1 October 2014. Accordingly, the current term of Mr. Brar expires on 30 September 2019. In terms of Section 149 of the Companies Act, 2013, Mr. Brar is eligible for being appointed as an Independent Director for another term of 5 consecutive years effective 1 October 2019. The Company has received a notice in writing from a member proposing his re-appointment as an Independent Director of the Company for another term of five consecutive years effective 1 October 2019.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 27 May 2019, approved, subject to the approval of the members at the ensuing Annual General Meeting, re-appointment of Mr. Brar as an Independent Director for another term of five consecutive years commencing from 1 October 2019 and consequent amendments to the extant letter of appointment dated 30 July 2014. Mr. Brar will not be liable to retire by rotation.

Mr. Brar is an eminent personality in his field. Considering his vast experience and knowledge, the Board considers his continued association to 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 the Independent Director is provided in the Annual Report 2019 and also hosted on the website of the Company at www.mphasis.com. The details on remuneration paid to the aforesaid Independent Director is given in the Corporate Governance Report forming part of the Annual Report 2019.

The re-appointment is recommended based on knowledge, skills, experience and performance evaluation of Mr. Brar. He has attended all the Board Meetings and the meetings of the Committees of which he is a Chairman or Member except one of the meeting of Board and one meeting of the Audit Committee during his tenure as an Independent Director. His performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. Mr. Brar 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. As Chairman of the Board, he has been evaluated by the Directors on the attributes in relation to leadership and effective moderator, effective management of board proceedings and promoting effective participation of directors, impartiality in discussions and promoting Company's image in dealing with major stakeholders. He has been rated most favorably in his performance evaluation including chairman assessment by other directors. Mr. Brar 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 a Director. The Company has also received a declaration that he met the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Brar fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director.

Copy of draft letter of re-appointment of Mr. Brar setting out the terms and conditions of appointment will be available for inspection of the members during business hours on all working days at the registered office and at the Corporate office of the Company up to the date of the Annual General Meeting and shall also be available for inspection by the members at the venue of Annual General Meeting.

Interest of Directors and Key Managerial Personnel:

Mr. Brar is interested in the resolution. None of the other directors and Key Managerial Personnel of the Company and their relatives are interested in the resolution.

By order of the Board
For Mphasis Limited

SUBRAMANIAN NARAYAN
Vice President and Company Secretary

Paris, France
27 May 2019

Registered Office:
Bagmane World Technology Center,
Marathahalli Outer Ring Road,
Doddanakundi Village, Mahadevapura, Bengaluru 560 048
CIN:L30007KA1992PLC025294; Telephone: 080 - 6750 1000;
Website:www.mphasis.com; e-mail: 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: +91-080-6750 1000

TWENTY EIGHTH 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 Eighth Annual General Meeting of the Company to be held on Thursday, 25 July 2019 at 10.30 AM at Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001, India and at any adjournment thereof in respect of such 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 Dixit, who retires by rotation	
4	Re-appointment of Mr. Paul James Upchurch, who retires by rotation	
5	Appointment of Mr. Marshall Jan Lux as a Director	
6	Re-appointment of Mr. Davinder Singh Brar as an Independent Director	

Signed this _____ day of _____ 2019.

Affix
 Re. 1/-
 Revenue
 Stamp



 Signature of the Shareholder

Specimen Signature of the proxy

Specimen Signature of the proxy

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 /ITSELF 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.

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