

23 May, 2016

The Listing Manager
Bombay Stock Exchange Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 0 01

Dear Sir/Madam,

Sub: Declaration of Postal Ballot Results

We wish to inform you that the members of the Company have approved the Ordinary Resolution, by 99.99% majority, as set out in the Postal Ballot Notice dated 15 April 2016 issued to the members pursuant to Section 110 of the Companies Act, 2013 for entering into an Amended and Re-stated Standard Services Agreement ("HPE Agreement") with Hewlett Packard Enterprise Co; Palo Alto, USA ("HPE") for availing and/or rendering services to HPE, its subsidiaries, group companies and associates.

Please find enclosed the declaration of results of Postal Ballot (including e-voting) made by the Company today including the voting results in the prescribed format under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, enclosed is the Scrutinizer's Report dated 23 May 2016 issued by Mr. S P Nagarajan, Practicing Company Secretary.

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

Thanking You,

Yours faithfully,
For Mphasis Limited



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

Encl: As above



DECLARATION OF POSTAL BALLOT RESULTS

A Notice pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 was sent to the shareholders of the Company seeking their approval for the following Ordinary Resolution by means of postal ballot (including e-voting):

Ordinary Resolution : To enter into an *Amended and Re-stated Standard Services Agreement ("HPE Agreement")* with Hewlett Packard Enterprise Co., Palo Alto, USA ("HPE"), for availing and/or rendering services to HPE, its subsidiaries, group companies, and associates.

The Board of Directors, vide its resolution dated 15 April 2016, appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot (including e-voting) process. The Scrutinizer has submitted the report after completion of the scrutiny of the postal ballot forms received and e-voting cast by the shareholders up to 5.00 P.M on Saturday, the 21 May 2016. Summary of the scrutinizer's report is as below :

Description	No. of Ballot Forms	No. of Shares
Total number of ballot forms received*	579	55,180,182
Less : Total postal ballot forms rejected**	24	4,080
Total valid postal ballot forms	555	55,176,102

*includes votes casted through e-voting

**postal ballots have been rejected where there is signature mismatch or where the Ballot forms has not been signed or where the appropriate column is not ticked as per instruction casted through both e-voting & physical mode.

Ordinary Resolution			
	No. of Voters	No. of Votes***	% of Votes
Assent	540	55,175,457	99.9988
Dissent	15	645	0.0012
TOTAL	555	55,176,102	100.0000

*** one vote corresponds to one share

On basis of the above results, it is announced that the Ordinary Resolution as set out in the Notice dated 15 April 2016 have been duly passed by the shareholders as an Ordinary Resolution with requisite majority. The breakup of the voting pattern as per the requirements of the Listing Regulation is annexed.

Bangalore
23 May 2016

By Order of the Board




A Sivaram Nair
EVP, Company Secretary,
General Counsel and Ethics Officer



Mphasis Limited, An HP Company

Registered Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore – 560 048, India
Ph.: +91 080 3352 5000; Fax: +91 080 6695 9943; CIN:L30007KA1992PLC025294

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Annexure to the declaration of the Postal Ballot Results dated 23 May 2016

Description	Particulars
Date of AGM/EGM Postal Ballot	15 April 2016
Total No. of Shareholders as on Record date	28,511
No. of Shareholders present in meeting either in person or through Proxy:	Not Applicable
<ul style="list-style-type: none"> • Promoters and Promoter Group: • Public: 	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
<ul style="list-style-type: none"> • Promoters and Promoter Group: • Public 	
Agenda:	To enter into an <i>Amended and Re-stated Standard Services Agreement ("HPE Agreement")</i> with Hewlett Packard Enterprise Co., Palo Alto, USA ("HPE"), for availing and/or rendering services to HPE, its subsidiaries, group companies, and associates
Resolution required (Ordinary / Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda / resolution	Yes


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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 (Refer Note 1)	E-voting	127,106,266	-	-	-	-	-	-
	Poll							
	Postal Ballot							
	Total							
Public Institutions	E-voting	66,413,793	50,209,114	75.60	50,209,114	-	100	-
	Poll							
	Postal Ballot							
	Total		275,000	0.41	275,000	-	100	-
Public Non Institutions	E-voting	16,667,058	4,675,809	28.05	4,675,620	189	99.9960	0.0040
	Poll							
	Postal -Ballot							
	Total		16,179	0.10	15,723	456	97.1815	2.8185
			4,691,988	28.15	4,691,343	645	99.9863	0.0137
	Total	210,187,117	55,176,102	26.25	55,175,457	645	99.9988	0.0012

Notes:

The Promoters and other related parties did not vote on the resolution pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The % of votes polled on non-related party shareholding is 66.44%.



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
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Consolidated Scrutinizer's Report

(Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable.)

The Chairman
Mphasis Limited
Bagmane World Technology Center,
Marathalli Outer Ring Road,
Doddanakhundi Village,
Mahadevapura,
Bangalore - 560 048

Dear Sir,

1. I, S P Nagarajan, Company Secretary in whole-time practice, have been appointed as the Scrutinizer by the Board of Directors of **MPHASIS LIMITED** (the Company) at the Board Meeting held on 15th April 2016 pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the remote e-voting and physical Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and physical Postal Ballot as per the provision of Companies Act, 2013 on the resolutions contained in the Notice of the Postal Ballot of MPHASIS LIMITED dated 15th April 2016.
2. The remote e-voting period commenced on Thursday, 21st April 2016 (9:00 a.m.) and ended on Saturday, 21st May 2016 (5:00 p.m.)
3. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 15th April 2016 were entitled to vote on the resolutions contained in the Notice of the Postal Ballot of MPHASIS LIMITED dated 15th April 2016.
4. The e-voting facility was provided by National Securities Depository Limited (NSDL).



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For Mphasis Limited


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



5. The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Saturday, 21st May 2016 after 5:00 p.m. in the presence of two witnesses -Ms. Priyanka Sethia & Ms. M Radha Supriya, 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:

Signature: *Priyanka Sethia*
Name: Priyanka Sethia
Membership No: A34049

Signature: *M. R. Supriya*
Name: M Radha Supriya
Membership No: A28588

6. The physical postal ballot papers received from the shareholders by self-addressed Business Reply Envelopes not later than close of working hours (i.e. 5:00 p.m.) on Saturday, 21st May 2016 were considered.
7. I have issued separate Scrutinizer's Reports dated 23rd May 2016 respectively on the results of remote e- voting and voting by physical postal ballot on the resolutions contained in the Notice of the Postal Ballot of **MPHISIS LIMITED** dated 15th April 2016.
8. I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and physical postal ballot on the resolutions contained in the Notice of the Postal Ballot of **MPHISIS LIMITED** dated 15th April 2016 as under:-

Ordinary Resolution	Votes in favour of the resolution		Votes against the resolution		Total Votes	
	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Authorizing the company to enter into an Amended and Re-stated Standard Services Agreement ("HPE Agreement") with Hewlett Packard Enterprise Co., Palo Alto, USA ("HPE"), for availing and/or rendering services to HPE, its subsidiaries, group companies, and associates.	5,51,75,457	99.9988	645	0.0012	5,51,76,102	100



There were 24 invalid Postal Ballot Forms totaling **4080** Votes.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolutions is more than the number of votes cast against, I report that the Ordinary Resolution stated under Item No. 1 in the Notice of the Postal Ballot of MPHASIS LIMITED dated 15th April 2016 as PASSED with requisite majority.

I further report that the Company Secretary of the Company, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred herein on Monday, 23rd May 2016 on the company's website and also communicate to the Stock Exchanges on which the Company's Equity Shares are listed as stated in the Notice of Postal Ballot.

I further report that the Company has complied with the requisite provisions of the Companies Act, 2013 and rules made thereunder with regard to the remote e-voting and voting by physical postal ballot.

The relevant records and papers relating to remote e-voting and voting by physical postal ballot were sealed and handed over to the Company Secretary of the Company for the safe keeping.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the voting by Postal Ballot.

Thanking You

Yours faithfully,



S.P. NAGARAJAN
MPHASIS LIMITED'S SCRUTINIZER FOR REMOTE E- VOTING AND
PHYSICAL POSTAL BALLOT

MEMBERSHIP NO. ACS 10028
CP.NO.4738

Place: Bangalore
Date: 23rd May 2016

