

7 August 2018

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform that the members of the Company have approved all the resolutions as stated in the Notice of the Twenty Seventh Annual General Meeting (AGM) dated 10 May 2018, with requisite majority at the AGM of the Company held on 7 August 2018 at 10:30 am at The Chancery Pavilion Hotel, No.135, K. S. Thimmaiah Road (Residency Road), Bengaluru- 560 025, Karnataka, India.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting by physical ballot at the aforementioned AGM of the Company.

The Scrutinizer has submitted his reports, after scrutiny of the remote e-voting and physical ballot voting, conducted through tablets, today.

On the basis of the above reports, it is hereby declared that the resolutions as stated in the Notice of the AGM dated 10 May 2018, have been duly passed with requisite majority. Please find enclosed the declaration of the result of e-voting (including physical ballot) 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 7 August 2018 issued by Mr. S P Nagarajan, Practicing Company Secretary.

We request you to kindly take the above on record as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
For Mphasis Limited



Subramanian Narayan
Vice President and Company Secretary

Encl.: As above

DECLARATION OF VOTING RESULTS OF TWENTY SEVENTH ANNUAL GENERAL MEETING HELD ON 7 AUGUST 2018 (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 (“Listing Regulations”), 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 Seventh Annual General Meeting (AGM) of the Company held on 7 August 2018 at 10:30 am at The Chancery Pavilion Hotel, No. 135, K S Thimmaiah Road (Residency Road) Bengaluru-560 025, India.

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 27th AGM of the Company.

The Scrutinizer has submitted his reports, after scrutiny of the remote e-voting and physical ballot voting, conducted through tablets, today.

On the basis of the above reports, it is hereby declared that all the resolutions, as stated in the Notice of the AGM dated 10 May 2018, have been duly passed by the members of the Company with requisite majority as per the following details. The Scrutinizer’s Report and the voting pattern as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 2018, and the reports of the Board and Auditors’ thereon.	156,173,959	33,383	-	Ordinary Resolution
Percentage	99.98	0.02	-	
Declaration of final dividend on equity shares	160,852,204	-	-	Ordinary Resolution
Percentage	100	-	-	
Re-appointment of Mr. Amit Dalmia as a Director	159,294,288	1,557,781	-	Ordinary Resolution
Percentage	99.03	0.97	-	
Re-appointment of Mr. David Lawrence Johnson as a Director	155,576,048	5,276,031	-	Ordinary Resolution
Percentage	96.72	3.28	-	

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Mphasis Limited

Registered Office:

Bagmane World Technology Centre,
 Marathahalli Outer Ring Road, Doddanakundi Village,
 Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLC025294

Resolution	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Appointment of M/s BSR & Co. LLP, Chartered Accountants as the Statutory Auditors and fixing their remuneration	160,836,161	15,918	-	Ordinary Resolution
Percentage	99.99	0.01	-	
Re-appointment of Mr. Narayanan Kumar as an Independent Director	139,782,128	21,069,926	-	Special Resolution
Percentage	86.90	13.10	-	

For and on behalf of the Board



Bengaluru
7 August 2018

Sd/-
Nitin Rakesh
Chief Executive Officer

Voting Results of the 27th Annual General Meeting held on 7 August 2018
[Pursuant to SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015]

Description	Particulars
Date of AGM	7 August 2018
Total No. of Shareholders as on Record date*	25,122
No. of Shareholders present in meeting either in person or through Proxy:	
• Promoters and Promoter Group:	1
• Public:	311
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group:	
• Public	
<i>* as at the cut off date 31 July 2018</i>	
Whether Promoter/Promoter Group are interested in the agenda / resolution	No

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Agenda	1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2018, and the reports of the Board and Auditors' thereon.								
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	101,230,853	101,230,853	100	101,230,853	-	100	-	
	Poll								
	Postal Ballot		<i>Not Applicable</i>						
	Total		101,230,853	101,230,853	100	101,230,853	-	100	-
Public Institutions	e-voting	74,206,348	52,846,204	71.21	52,812,821	33,383	99.94	0.06	
	Poll		-	-	-	-	-		
	Postal Ballot		<i>Not Applicable</i>						
	Total		74,206,348	52,846,204	71.21	52,812,821	33,383	99.94	0.06
Public Institutions Non	e-voting	17,894,623	2,094,793	11.70	2,094,793	-	100	-	
	Poll		35,492	0.20	35,492	-	100	-	
	Postal -Ballot		<i>Not Applicable</i>						
	Total		17,894,623	2,130,285	11.90	2,130,285	-	100	-
Total		193,331,824	156,207,342	80.80	156,173,959	33,383	99.98	0.02	

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	101,230,853	101,230,853	100	101,230,853	-	100	-
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	101,230,853	101,230,853	100	101,230,853	-	100	-
Public Institutions	e-voting	74,206,348	53,674,396	72.33	53,674,396	-	100	-
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	74,206,348	53,674,396	72.33	53,674,396	-	100	-
Public Institutions Non	e-voting		5,911,463	33.03	5,911,463	-	100	-
	Poll	17,894,623	35,492	0.20	35,492	-	100	
	Postal Ballot	<i>Not Applicable</i>						
	Total	17,894,623	5,946,955	33.23	5,946,955	-	100	-
Total		193,331,824	160,852,204	83.20	160,852,204	-	100	

Agenda	3. Re-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	101,230,853	101,230,853	100	101,230,853	-	100	-	
	Poll								
	Postal Ballot		<i>Not Applicable</i>						
	Total		101,230,853	101,230,853	100	101,230,853	-	100	-
Public Institutions	e-voting	74,206,348	53,674,396	72.33	52,126,131	1,548,265	97.11	2.89	
	Poll								
	Postal Ballot		<i>Not Applicable</i>						
	Total		74,206,348	53,674,396	72.33	52,126,131	1,548,265	97.11	2.89
Public Institutions Non	e-voting	17,894,623	5,911,328	33.03	5,901,842	9,486	99.84	0.16	
	Poll		35,492	0.20	35,462	30	99.91	0.09	
	Postal Ballot		<i>Not Applicable</i>						
	Total		17,894,623	5,946,820	33.23	5,937,304	9,516	99.84	0.16
Total		193,331,824	160,852,069	83.20	159,294,288	1,557,781	99.03	0.97	

Agenda	4. Re-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	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	101,230,853	101,230,853	100	101,230,853	-	100	-
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	101,230,853	101,230,853	100	101,230,853	-	100	-
Public Institutions	e-voting	74,206,348	53,674,396	72.33	48,398,731	5,275,665	90.17	9.83
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	74,206,348	53,674,396	72.33	48,398,731	5,275,665	90.17	9.83
Public Institutions Non	e-voting	17,894,623	5,911,338	33.03	5,911,002	336	99.99	0.01
	Poll		35,492	0.20	35,462	30	99.91	0.09
	Postal Ballot	<i>Not Applicable</i>						
	Total	17,894,623	5,946,830	33.23	5,946,464	366	99.99	0.01
Total		193,331,824	160,852,079	83.20	155,576,048	5,276,031	96.72	3.28

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CIN: L30007KA1992PLCO25294

Agenda		5. Appointment of M/s BSR & Co. LLP, Chartered Accountants as the Statutory Auditors and fixing 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	101,230,853	101,230,853	100	101,230,853	-	100	-	
	Poll								
	Postal Ballot		<i>Not Applicable</i>						
	Total		101,230,853	101,230,853	100	101,230,853	-	100	-
Public Institutions	e-voting	74,206,348	53,674,396	72.33	53,658,708	15,688	99.97	0.03	
	Poll								
	Postal Ballot		<i>Not Applicable</i>						
	Total		74,206,348	53,674,396	72.33	53,658,708	15,688	99.97	0.03
Public Institutions Non	e-voting	17,894,623	5,911,338	33.03	5,911,128	210	99.99	0.01	
	Poll		35,492	0.20	35,472	20	99.94	0.06	
	Postal Ballot		<i>Not Applicable</i>						
	Total		17,894,623	5,946,830	33.23	5,946,600	230	99.99	0.01
Total		193,331,824	160,852,079	83.20	160,836,161	15,918	99.99	0.01	

Agenda	6. Re-appointment of Mr. Narayanan Kumar as an Independent Director							
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	101,230,853	101,230,853	100	101,230,853	-	100	-
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	101,230,853	101,230,853	100	101,230,853	-	100	-
Public Institutions	e-voting	74,206,348	53,674,396	72.33	32,614,004	21,060,392	60.76	39.24
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	74,206,348	53,674,396	72.33	32,614,004	21,060,392	60.76	39.24
Public Institutions Non	e-voting	17,894,623	5,911,313	33.03	5,901,809	9,504	99.84	0.16
	Poll		35,492	0.20	35,462	30	99.91	0.09
	Postal Ballot	<i>Not Applicable</i>						
	Total	17,894,623	5,946,805	33.23	5,937,271	9,534	99.84	0.16
Total		193,331,824	160,852,054	83.20	139,782,128	21,069,926	86.90	13.10

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

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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 27th Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on the Tuesday, 7th August 2018 at 10:30 A.M. at The Chancery Pavilion Hotel, No.135, K S. Thimmaiah Road (Residency Road), Bengaluru - 560025

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 tablet based electronic system at the venue of the Annual General Meeting (AGM);

in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, and tablet voting (voting at the venue of 27th 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 6 of the Notice of the 27th AGM of the members of the Company dated 10th May 2018.



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 tablet voting at the venue of the AGM on the resolutions proposed in the Notice of the 27th AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained/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 NSDL and voting conducted through tablet based electronic system at the venue of the AGM and the authorizations / proxies lodged with the Company.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 10th May 2018 convening the 27th 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 proposed at 27th AGM of the Equity Shareholders of the Company held on Tuesday, 7th August 2018.

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. Tuesday, 31st July 2018, were entitled to vote on the resolutions as set out in the Notice of the 27th 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 5 days which commenced on Thursday, 2nd August 2018 at 9:00 A.M. and concluded on Monday, 6th August 2018 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.

VOTING THROUGH TABLET BASED ELECTRONIC SYSTEM AT THE 27TH 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 27th AGM.



1. At the said AGM of the members of the Company, the Chairman of the Meeting had called the shareholders for a tablet voting (tablet based electronic voting system at the venue of 27th AGM) to facilitate the members present at the meeting who could not cast their votes through e-voting to record their votes through the tablet based electronic voting.

COUNTING PROCESS:

REMOTE e-VOTING

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Tuesday, 7th August 2018 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 7th August 2018 on the results of remote e- voting and tablet based electronic voting at the venue of the 27th AGM on the resolutions contained in the Notice to the 27th 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 Tablet based voting 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 31st 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.

Total Number of members voted	Total Number of votes cast
587	15,62,07,342.00

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,61,38,467	99.96	33,383	0.02	0



Tablet Voting at AGM venue (in person or by proxy)	35492	0.02	0		0
Total	15,61,73,959	99.98	33,383	0.02	0

The Resolution as mentioned in Item 1 of the Notice of the 27th 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
592	16,08,52,204

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,08,16,712	99.98	0	0	0
Tablet Voting at AGM venue (in person or by proxy)	35,492	0.02	0	0	0
Total	16,08,52,204	100	0	0	0

The Resolution as mentioned in Item 2 of the Notice of the 27th AGM stands passed with requisite majority as an ordinary resolution.

Item 3: Ordinary Resolution

3. To appoint a director in place of Mr. Amit Dalmia, who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
590	16,08,52,069

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,92,58,826	99.01	15,57,751	0.97	0



Tablet Voting at AGM venue (in person or by proxy)	35,462	0.02	30	0	
Total	15,92,94,288	99.03	15,57,781	0.97	0

The Resolution as mentioned in Item 3 of the Notice of the 27th AGM stands passed with requisite majority as an ordinary resolution.

Item 4: Ordinary Resolution

4. To appoint a director in place of Mr. David Lawrence Johnson, who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
600	16,08,52,079.00

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,55,40,586	96.70	52,76,001	3.28	0
Tablet Voting at AGM venue (in person or by proxy)	35,462	0.02	30	0	
Total	15,55,76,048	96.72	52,76,031	3.28	0

The Resolution as mentioned in Item 4 of the Notice of the 27th AGM stands passed with requisite majority as an ordinary resolution.

Item 5: Ordinary Resolution

5. To appoint Statutory Auditors 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-



imbursement of applicable taxes 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
591	16,08,52,079.00

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,08,00,689	99.97	15,898	0.01	0
Tablet Voting at AGM venue (in person or by proxy)	35,472	0.02	20	0	
Total	16,08,36,161	99.99	15,918	0.01	0

The Resolution as mentioned in Item 5 of the Notice of the 27th AGM stands passed with requisite majority as an ordinary resolution.

Item 6: Special Resolution

6. Re-appointment of Mr. Narayanan Kumar as an Independent Director

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.

Total Number of members voted	Total Number of votes cast
593	16,08,52,054.00



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	13,97,46,666	86.88	2,10,69,896	13.10	0
Tablet Voting at AGM venue (in person or by proxy)	35,462	0.02	30	0	0
Total	13,97,82,128	86.90	2,10,69,926	13.10	0

The Resolution as mentioned in Item 6 of the Notice of the 27th 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 Tablet based voting at the venue of 27th 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



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 7th August 2018