

RESULTS OF POLL

At the 19 Annual General Meeting of the Company held on 24 February 2011, a poll was ordered by the Chairman of the Annual General Meeting for voting on the following proposed Ordinary Resolutions as set out in the Notice dated 5 January 2011:

1. Item No.2 of the Notice - Declaration of Dividend
2. Item No.3 of the Notice - Appointment of a Director in place of Mr. Nawshir Mirza, who retires by rotation
3. Item No.4 of the Notice - Appointment of a Director in place of Mr. Davinder Singh Brar, who retires by rotation

Mr. T V Gururaja and Mr. K S Narayana Swamy, shareholders were appointed as scrutinizers in this regard. The scrutinizers have submitted their report after completion of the scrutiny of the ballot forms at the above Annual General Meeting. Summary of report is as below:

| Ordinary Resolutions | | Number of Votes % | |
|----------------------|---|--------------------------|-------------------|
| | | For | Against |
| 1 | To declare a dividend on equity shares | 127,405,510 (99.998%) | 2,356 (0.002%) |
| 2 | To appoint a Director in place of Mr. Nawshir Mirza, who retires by rotation and being eligible, offers himself for re-appointment. | 127,404,951 (99.998%) | 2,915 (0.002%) |
| 3 | To appoint a Director in place of Mr. Davinder Singh Brar, who retires by rotation and being eligible, offers himself for re-appointment. | 127,405,791 (99.998%) | 2,075 (0.002%) |

On basis of the above report, it was announced by the Chairman at the Annual General Meeting that the Ordinary Resolutions, in respect of the item Nos. 2, 3 and 4 for which the poll was ordered, had been passed by requisite majority by the shareholders at the 19 Annual General Meeting of the Company.

The report submitted by the scrutinizers is enclosed for information of the shareholders.

By Order of the Board



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

25 February 2011
Bangalore



SCRUTINEERS REPORT TO THE CHAIRMAN
19th ANNUAL GENERAL MEETING OF MPHASIS LIMITED AGAINST RESOLUTION
No.2, No.3 and No.4 OF THE NOTICE

24 February 2011

The following are the details of the poll conducted:

RESOLUTION No.2 - Declaration of Dividend.

| | |
|---------------------------------------|--------------------------|
| Total Number of ballots received | 88 |
| Total Number of valid ballot received | 82 |
| No. of invalid ballots received | 06 |
| No. shares valid | 127,407,866 |
| No. of shares voted for | 127,405,510 (99.998%) |
| No. of shares voted against | 2356 (0.002%) |

RESOLUTION No.3 - Re-appointment of Mr. Nawshir Mirza

| | |
|-----------------------------|--------------------------|
| No. of shares voted for | 127,404,951 (99.998%) |
| No. of shares voted against | 2915 (0.002%) |

RESOLUTION No.4 - Re-appointment of Mr. D S Brar

| | |
|-----------------------------|--------------------------|
| No. of shares voted for | 127,405,791 (99.998%) |
| No. of shares voted against | 2075 (0.002%) |

The ballot papers are enclosed.


(T V Gururaja)

Scrutineer (1)

Bangalore



(K S Narayana Swamy)
Scrutineer (2)