

MPHASIS LIMITED

DECLARATION OF RESULTS OF TWENTY FIFTH ANNUAL GENERAL MEETING HELD ON 4 NOVEMBER 2016 (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, 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 Fifth Annual General Meeting (AGM) of the Company held on 4 November 2016 at 10:00 am at Vivanta by Taj, 41/3 Mahatma Gandhi Road, Bengaluru 560001.

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 25th AGM of the Company.

The Scrutinizer has submitted his Reports after scrutiny of the remote e-voting and physical ballot voting today.

On the basis of the above reports, it is hereby declared that all the resolutions as stated in the Notice of the Twenty Fifth AGM dated 27 September 2016, have been duly passed with requisite majority as per the following details. The Scrutinizer's Report and the voting pattern as per the requirement of the Listing Regulations is annexed herewith.

Resolution	Numb	er of Votes (S	hares)	Passed as
	In Favour	Against	Invalid	Ordinary / Special Resolution
Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2016, and the reports of the Directors' and Auditors' thereon.	177,780,559	-	3	Ordinary Resolution
Percentage	100	-		
Declaration of final dividend on equity shares	177,799,072	-	3	Ordinary Resolution
Percentage	100	-	-	
Ratification of Appointment of Statutory Auditors and to fix their remuneration	176,138,838	1,660,244	3	Ordinary Resolution
Percentage	99.07	0.93	-	
Appointment of Ms. Jan Kathleen Hier as an Independent Director	177,798,482	520	3	Ordinary Resolution
Percentage	100	-	-	
Appointment of Mr. Amit Dixit as a Director	175,270,008	2,506,956	3	Ordinary Resolution
Percentage	99.00	1.00	-	
Appointment of Mr. Amit Dalmia as a Director	176,909,237	889,755	3	Ordinary Resolution
Percentage	99.00	1.00	-	
Appointment of Mr. David Lawrence Johnson as a Director	175,270,008	2,506,956	3	Ordinary Resolution
Percentage	99.00	1.00	-	

Mphasis Limited

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Resolution	Numb	er of Votes (S	hares)	Passed as	
	In Favour	Against	Invalid	Ordinary / Special Resolution	
Appointment of Mr. Paul James Upchurch as a Director	176,897,402	889,755	3	Ordinary Resolution	
Percentage	99.00	1.00	-		
Appointment of Mr. Dario Zamarian as a Director	176,909,247	889,735	3	Ordinary Resolution	
Percentage	99.00	1.00			
Approval for payment of Remuneration by way of commission not exceeding 1% of the net profits of the Company to be paid to Non- Executive Directors	177,246,333	552,649	3	Special Resolution	
Percentage	100	-	0010		
Formulation of Mphasis Employee Stock Option Plan 2016 (ESOP 2016)	164,578,368	13,198,676	3	Special Resolution	
Percentage	93.00	7.00	-		
Extending the ESOP 2016 to the eligible employees of the Subsidiaries	164,528,520	13,248,524	3	Special Resolution	
Percentage	93.00	7.00	-		

For and on behalf of the Board

Sd/-

Balu Ganesh Ayyar Chief Executive Officer

Bangalore 4 November 2016

Mphasis Limited

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Voting Results of the 25th Annual General Meeting held on 04 November 2016

[Pursuant to SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015]

Description	Particulars
Date of AGM	04 November 2016
Total No. of Shareholders as on Record date*	28,973
No. of Shareholders present in meeting either person or through Proxy:	in ~
 Promoters and Promoter Group: 	1
Public:	335
No. of Shareholders attended the meet through Video Conferencing	ing Not Applicable
Promoters and Promoter Group:	
Public	
* as at the cut off date 28 October 2016	
Whether Promoter/Promoter Group are interested in the agenda / resolution	No, the Promoters are not interested in the Resolutions.



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LategoryMode of voting heldNo. of shares heldNo. of votes polledNo. of votes favourNo. of votes favourNo. of votes favour ovotes againstNo. of votes favour ovotes gainstNo. of votes 	Category Mode of voting No. of shares No. of votes Anour on votes Attemport held polled on polled on favour on votes against favour on votes Attemport it	Resolution required (Ordinary / Special)	Ordinary Resolutic	5						
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	both and and both and and both and		•	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(2)/(2)] * 100
	Poll Poll Not Applicable Postal Ballot 127,108,444 127,108,444 100 127,108,444 - Total 127,108,444 127,108,444 127,108,444 - - - Institutions E-voting 64,568,758 50,419,757 78.09 50,419,757 - - Poll Poll 20,419,757 78.09 50,419,757 - - - Institutions E-voting 64,568,758 50,419,757 78.09 50,419,757 - - Poll Poll E-voting 136,686,758 50,419,757 78.09 50,419,757 - - Intoins E-voting 155,400 0.52 96,958 - <td< td=""><td>omoter and</td><td>E-voting</td><td>127,108,444</td><td>127,108,444</td><td>100</td><td>127,108,444</td><td></td><td>100</td><td></td></td<>	omoter and	E-voting	127,108,444	127,108,444	100	127,108,444		100	
Total 127,108,444 127,108,444 127,108,444 - Institutions E-voting 64,568,758 50,419,757 78.09 50,419,757 - Poll Poll E-voting 64,568,758 50,419,757 78.09 50,419,757 - Poll Poll E-voting 64,568,758 50,419,757 78.09 50,419,757 - Non E-voting 18,686,684 96,958 0.52 96,958 - - Non E-voting 18,686,684 96,958 0.52 96,958 - - Itions Poll 155,400 0.83 155,400 - - Atolicable Apolicable - - - - - Itions Poll 155,400 0.83 155,400 - - - Apolicable - - - - - - - Atol 135,400 0.84,51 1,77,780,559 -	Total 127,108,444 127,108,444 127,108,444 1 Institutions E-voting 64,568,758 50,419,757 78.09 50,419,757 - Poll Poll Not Applicable Not Applicable - Not Applicable - Non E-voting 64,568,758 50,419,757 78.09 50,419,757 - - Non E-voting 18,686,684 96,958 0,52 96,958 - - Non E-voting 18,686,684 96,958 0,53 155,400 - - Itions Poll 155,400 0.83 155,400 - - Itions Poll 155,400 0.83 155,400 - - Itions Poll 18,686,684 252,358 1,37,780,559 - - Itions Poll 18,686,684 252,358 1,37,780,559 - -	omoter group	Poll Postal Ballot				Not Appli	cable		
Institutions E-voting 64,568,758 50,419,757 78.09 50,419,757 - Poll Poll Non Postal Ballot Not Applicable Not Applicable Non E-voting 18,686,684 50,419,757 78.09 50,419,757 - Non E-voting 18,686,684 96,958 0.52 96,958 - Itions Poll 155,400 0.83 155,400 - - Itions Poll 155,400 0.83 155,400 - - Itions Poll 18,686,684 252,358 155,400 - - Itions Poll 18,686,684 252,358 - - - Itions Itions 1.33 1.37,780,559 - - -	Institutions Evoting 64,568,758 50,419,757 78.09 50,419,757 - <th< td=""><td></td><td>Total</td><td>127,108,444</td><td>127,108,444</td><td>100</td><td>127,108,444</td><td></td><td>100</td><td></td></th<>		Total	127,108,444	127,108,444	100	127,108,444		100	
Poll Fortal Ballot Evoting E4,568,758 50,419,757 Not Applicable Postal Ballot 64,568,758 50,419,757 78.09 50,419,757 - Total 64,568,758 50,419,757 78.09 50,419,757 - Total 64,568,758 50,419,757 78.09 50,419,757 - Itions 18,686,684 96,958 0.52 96,958 - - Itions Poll 155,400 0.83 155,400 - - Itions Poll 155,400 0.83 155,400 - - Itions Postal Ballot 18,686,684 252,358 1.35 252,358 - - Itions Itions 1.35 252,358 - - -	Poll Not Applicable Postal Ballot Not Applicable Iotal 64,568,758 50,419,757 78.09 50,419,757 - Iotal 64,568,758 50,419,757 78.09 50,419,757 - Iotal 18,686,684 96,958 0.52 96,958 - - Itions E-voting 18,686,684 96,958 0.52 96,958 - - Itions Poll 155,400 0.83 155,400 - - - Itions Postal Ballot 18,686,684 252,338 1.35 252,358 - - Itional 18,686,684 252,358 1.35 252,358 - - Iotal 18,686,684 253,388 1.35 252,358 - -	blic Institutions	E-voting	64,568,758	50,419,757	78.09	50,419,757		100	
Postal Ballot Not Applicable Total 64,568,758 50,419,757 Not Applicable Total 64,568,758 50,419,757 78.09 50,419,757 - Non E-voting 18,686,684 96,958 0.52 96,958 - - Itions Poll 13,686,684 96,958 0.52 96,958 - - Itions Poll 13,686,684 155,400 0.83 155,400 - - Itions Poll 18,686,684 252,358 1.35 252,358 - - Itions Itions 1.35 252,358 - - - Itions Itions 84.51 Itin,780,559 - - -	Postal Ballot Not Applicable Total 64,568,758 50,419,757 T8.09 50,419,757 - Total 64,568,758 50,419,757 78.09 50,419,757 - - Total E-voting 18,686,684 96,958 0.52 96,958 - - Itions Poll 155,400 0.83 155,400 0.83 155,400 - - Itions Poll 155,400 0.83 1.55,400 0.83 155,400 - - Itions Postal -Ballot 18,686,684 252,358 1.35 252,358 - - - Itional 18,686,684 252,358 1.35 252,358 - - Itional 210,363,886 177,780,559 - - - -		Poll							
Total 64,568,758 50,419,757 78.09 50,419,757 - Non E-voting 18,686,684 96,958 0.52 96,958 - Itions Poll 18,686,684 96,958 0.52 96,958 - Itions Poll 155,400 0.83 155,400 - - Postal -Ballot 155,400 0.83 155,400 - - - Itions Postal -Ballot 18,686,684 252,358 1.35 252,358 - - Itions Itions 1.35 1.35 252,358 - -	Total 64,568,758 50,419,757 78.09 50,419,757 - Non E-voting 18,686,684 96,958 0.52 96,958 - Itions Poll 155,400 0.83 155,400 - - Ations Poll 155,400 0.83 155,400 - - Postal Ballot 18,686,684 252,358 1.35 252,358 - - Total 18,686,684 252,358 1.35 252,358 - -		Postal Ballot			_	Not Applic	cable		
Non E-voting 18,686,684 96,958 0.52 96,958 - Itions Poll 155,400 0.83 155,400 - - Itions Poll 155,400 0.83 155,400 - - Poll 1 155,400 0.83 155,400 - - Postal Ballot 1 155,400 0.83 155,400 - - Itions 1 1.55,400 0.83 1.55,400 - - Postal Ballot 1 1.55,400 0.83 1.35 1.55,400 - - Itional Contraction 1.35,358 1.35 252,358 - - - Itional Contraction 1.77,80,559 84.51 177,780,559 - - -	Non E-voting 18,686,684 96,958 0.52 96,958 - Itions Poll 155,400 0.83 155,400 - - Poll Not Application Not Application - Not Application - - Total 18,686,684 252,358 1.35 252,358 - - 210,363,886 177,780,559 84.51 177,780,559 - -		Total	64,568,758	50,419,757	78.09	50,419,757		100	
Itions Poll 155,400 0.83 155,400 - Postal -Ballot Postal -Ballot 13,686,684 252,358 1.35 Not Applicable Total 18,686,684 252,358 1.35 252,358 - 210,363,886 177,780,559 84.51 177,780,559 -	Itions Poll 155,400 0.83 155,400 - Postal Ballot Postal Ballot 13,686,684 252,358 1.35 Not Applicable Total 18,686,684 252,358 1.35 252,358 - 210,363,886 177,780,559 84.51 177,780,559 -	blic Non	E-voting	18,686,684	96,958	0.52	96,958		100	1
Postal -Ballot Not Applicable Total 18,686,684 252,358 1.35 252,358 - 210,363,886 177,780,559 84.51 177,780,559 -	Postal Ballot Not Applicable Total 18,686,684 252,358 1.35 252,358 - Zotal 210,363,886 177,780,559 84.51 177,780,559 -	stitutions	Poll		155,400	0.83	155,400	•	100	
Total 18,686,684 252,358 1.35 252,358 - 210,363,886 177,780,559 84.51 177,780,559 - -	Total 18,686,684 252,358 1.35 252,358 - 210,363,886 177,780,559 84.51 177,780,559 -		Postal -Ballot				Not Applic	cable		
210,363,886 177,780,559 84.51 177,780,559 .	210,363,886 177,780,559 84.51 177,780,559 -		Total	18,686,684	252,358	1.35	252,358		100	
		tal		210,363,886	177,780,559	84.51	177,780,559		100	

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Agenda	2. Declaration of final dividend on equity shares.	inal dividend on e	quity shares.					
Resolution required (Ordinary / Special)	Ordinary Resolution	5						
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)=[(2)/(2)] * 100
Promoter and	E-voting	127,108,444	127,108,444	100	127,108,444		100	•
promoter group	Poll							
	Postal Ballot				Not Applicable	cable		
	Total	127,108,444	127,108,444	100	127,108,444		100	
Public Institutions	E-voting	64,568,758	50,438,280	78.12	50,438,280	•	100	•
	Poll	L	1		1	•	•	•
	Postal Ballot				Not Applicable	cable		
	Total	64,568,758	50,438,280	78.12	50,438,280		100	
Public Non	E-voting	18,686,684	96,948	0.52	96,948	•	100	
Institutions	Poll		155,400	0.83	155,400	•	100	•
	Postal -Ballot				Not Applicable	cable		
	Total	18,686,684	252,348	1.35	252,348		100	
Total		210,363,886	177,799,072	84.52	177,799,072		100	

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Agenda	3. Ratification of Appointment of Statutory Auditors and to fix their remuneration.	ppointment of St	atutory Auditors	and to fix their rem	uneration.			
Resolution required (Ordinary / Special)	Ordinary Resolution	E.						
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)=[(2)/(2)] * 100
Promoter and	E-voting	127,108,444	127,108,444	. 100	127,108,444	1	100	
promoter group	Poll							
	Postal Ballot				Not Applicable	able		
	Total	127,108,444	127,108,444	100	127,108,444		100	
Public	E-voting	64,568,758	50,438,280	78.12	48,778,206	1,660,074	96.71	3.29
Institutions	Poll		F		ı			
	Postal Ballot	1			Not Applicable	able		
	Total	64,568,758	50,438,280	78.12	48,778,206	1,660,074	96.71	3.29
Public Non	E-voting	18,686,684	96,958	0.52	96,788	170	99.82	0.18
Institutions	Poll		1,55,400	0.83	1,55,400		100	
	Postal -Ballot				Not Applicable	able		
	Total	18,686,684	252,358	1.35	252,188	170	66.93	0.07
Total		210,363,886	177,799,082	84.52	176,138,838	1,660,244	70.69	0.93

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Agenda	4. Appointment of	of Ms. Jan Kathle	en Hier as an Ir	4. Appointment of Ms. Jan Kathleen Hier as an Independent Director.	or.			
Resolution required (Ordinary / Special)	Ordinary Resolution	u.						
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	E-voting	127,108,444	127,108,444	100	127,108,444	,	100	•
promoter group	Poll						*	
	Postal Ballot				Not Applicable	able		
	Total	127,108,444	127,108,444	100	127,108,444	•	100	
Public	E-voting	64,568,758	50,438,280	78.12	50,438,280		100	
Institutions	Poll			•	•	P.		
	Postal Ballot				Not Applicable	able		
	Total	64,568,758	50,438,280	78.12	50,438,280		100	
Public Non	E-voting	18,686,684	96,878	0.52	96,858	20	. 99.98	0.02
Institutions	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot				Not Applicable	able		
	Total	18,686,684	252,278	1.35	251,758	520	62.66	0.21
Total		210,363,886	177,799,002	84.52	177,798,482	520	100	

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Agenda	5. Approval of appointment of Mr. Amit Dixit as a Director.	pointment of M	r. Amit Dixit as	a Director.				
Resolution required (Ordinary / Special)	Ordinary Resolution	E						
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)=[(2)/(2)] * 100
Promoter and	E-voting	127,108,444	127,108,444	100	127,108,444	•	100	
promoter group	Poll							
	Postal Ballot		κ.		Not Applicable	able		
	Total	127,108,444	127,108,444	100	127,108,444		100	
Public	E-voting	64,568,758	50,416,242	78.08	47,909,806	2506436	95.03	4.97
Institutions	Poll							
	Postal Ballot				Not Applicable	able		
	Total	64,568,758	50,416,242	78.08	47,909,806	2,506,436	95.03	4.97
Public Non	E-voting	18,686,684	96,878	0.52	96,858	20	99.98	0.02
Institutions	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot				Not Applicable	able		
	Total	18,686,684	252,278	1.35	251,758	520	95.79	0.21
Total		210.363.886	177,776,964	84.51	175,270,008	2,506,956	00.66	1.00

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Resolution required (Ordinary / Special)Ordinary Resolution required Special)No of votes in so of votes in	Agenda	6. Approval of appointment of Mr. Amit Dalmia as a Director.	opointment of M	Ir. Amit Dalmia	as a Director.				
cegoryMode of votingNo. of sharesNo. of votesNo. of votes% of vot	Resolution required (Ordinary / Special)	Ordinary Resoluti	5						
	Category	Mode of voting		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
ter and four for the footing for the footing for four for the footing for the footing for the form of the footing for the footing foo			(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(2)/(2)] * 100
ter group foll for the foll to the foll t	romoter and	E-voting	127,108,444	127,108,444	100	127,108,444		100	
Postal Ballot Most Applicable Most Applicable Total 127,108,444 127,108,444 100 127,108,444 - 100 277,108,444 - 100 277,108,444 - 100 277,108,444 - 100 277,108,444 - 100 277,108,444 - 100 200 - 100 200 201 -	romoter group	Poll					3		
		Postal Ballot				Not Appli	cable		
E-voting 64,568,758 50,438,280 78.12 49,549,045 889,235 98.24 Poll -		Total	127,108,444	127,108,444	100	127,108,444		100	
titions [other control of the contro	ublic	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Postal Ballot Most Applicable Total 64,568,758 50,438,280 78.12 49,549,045 889,235 98.24 Total 64,568,758 50,438,280 78.12 49,549,045 889,235 98.24 Non E-voting 18,686,684 96,868 0.52 96,848 20 99.98 Itions Poll 155,400 0.83 154,900 500 99.68 Postal -Ballot 155,400 0.83 154,900 500 99.68 Postal -Ballot 18,686,684 252,268 1.35 251,748 520 99.75 Total 18,686,684 252,268 1.35 251,748 520 99.79	Istitutions	Poll			•	•	•	•	
Total 64,568,758 50,438,280 78.12 49,549,045 889,235 98.24 Non E-voting 18,686,684 96,868 0.52 96,848 20 99.98 Itions Poll 155,400 0.83 154,900 500 99.68 Poll 155,400 0.83 154,900 500 99.68 Postal -Ballot Anticons 156,666 177,798,992 1.35 251,748 99.68 Total 18,686,684 252,268 1.35 251,748 520 99.79 Total 210,363,886 177,798,992 84.52 176,909,237 889,755 99.00		Postal Ballot	1			Not Appli	cable		
Non E-voting 18,686,684 96,868 0.52 96,848 20 99.98 Itions Poll 155,400 0.83 154,900 500 99.68 Postal Ballot Second Ballot 155,400 0.83 154,900 500 99.68 Postal Ballot Second Ballot Second Ballot Second Ballot Second Ballot 99.68 Potal 18,686,684 252,268 1.35 251,748 520 99.79 Potal 18,686,684 177,798,992 84.52 176,909,237 889,755 99.00		Total	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Itions Poll 155,400 0.83 154,900 500 99.68 Postal -Ballot Not Applicable Not Applicable 99.79 99.79 Total 18,686,684 252,268 1.35 251,748 520 99.79 Total 13,636,684 277,798,992 84.52 176,909,237 889,755 99.00	ublic Non	E-voting	18,686,684	96,868	0.52	96,848	20	99.98	0.02
Postal -Ballot Not Applicable Total 18,686,684 252,268 1.35 251,748 520 99.79 Total 210,363,886 177,798,992 84.52 176,909,237 889,755 99.00	Istitutions	Poll		155,400	0.83	154,900	500	99.68	0.32
Total 18,686,684 252,268 1.35 251,748 520 99.79 210,363,886 177,798,992 84.52 176,909,237 889,755 99.00		Postal -Ballot				Not Appli	cable		
210,363,886 177,798,992 84.52 176,909,237 889,755 99.00		Total	18,686,684	252,268	1.35	251,748	520	62.66	0.21
	otal		210,363,886	177,798,992	84.52	176,909,237	889,755	00.66	1.00

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Agenda	7. Approval of appointment of Mr. David	pointment of M		Lawrence Johnson as a Director.	irector.			
Resolution required (Ordinary / Special)	Ordinary Resolution	E						
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)=[(2)/(2)] * 100
Promoter and	E-voting	127,108,444	127,108,444	100	127,108,444	•	100	1
promoter group	Poll	1						
	Postal Ballot	1			Not Applicable	able		
	Total	127,108,444	127,108,444	100	127,108,444	•	100	
Public	E-voting	64,568,758	50,416,242	78.08	47,909,806	25,06,436	95.03	4.97
Institutions	Poll		•	1		1	1	
	Postal Ballot				Not Applicable	cable		
	Total	64,568,758	50,416,242	78.08	47,909,806	2,506,436	95.03	4.97
Public Non	E-voting	18,686,684	96,878	0.52	96,858	20	99.98	0.02
Institutions	Poll		155,400	0.832	154,900	500	99.68	0.32
	Postal -Ballot				Not Applicable	cable		
	Total	18,686,684	252,278	1.35	251,758	520	62.66	0.21
Total		210,363,886	177,776,964	84.51	175,270,008	2,506,956	00.66	1.00

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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	E-voting	127,108,444	127,108,444	100	127,108,444	•	100	•
promoter group	Poll							
	Postal Ballot				Not Applicable	able		
	Total	127,108,444	127,108,444	100	127,108,444	•	100	•
Public	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Institutions	Poll		•	1	•	1	•	
	Postal Ballot				Not Applicable	able		
	Total	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Public Non	E-voting	18,686,684	85,033	0.46	85,013	20	86.66	0.02
Institutions	Poll		155400	0.83	154,900	500	99.68	0.32
17	Postal -Ballot	1			Not Applicable	cable		
	Total	18,686,684	240,433	1.29	239,913	520	99.78	0.22
Total		210,363,886	177,787,157	84.51	176,897,402	889,755	00.66	1.00
					1977 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 - 1978 -		. (

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Agenda	9. Approval of ap	pointment of M	Ir. Dario Zamari	9. Approval of appointment of Mr. Dario Zamarian as a Director.				
Resolution required (Ordinary / Special)	Ordinary Resolution	5						
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	7)=[(2)/(2)] * 10
Promoter and	E-voting	127,108,444	127,108,444	100	127,108,444		100	1
promoter group	Poll							
	Postal Ballot				Not Applicable	cable		
	Total	127,108,444	127,108,444	100	127,108,444		100	
Public Institutions	E-voting	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
	Poll							
	Postal Ballot				Not Applicable	cable		
	Total	64,568,758	50,438,280	78.12	49,549,045	889,235	98.24	1.76
Public Non	E-voting	18,686,684	96,858	0.52	96,858	•	100.00	
Institutions	Poll		155,400	0.83	154,900	500	99.68	0.32
	Postal -Ballot				Not Applicable	cable		
	Total	18,686,684	252,258	1.35	251,758	500	99.80	0.20
Total		210,363,886	177,798,982	84.52	176,909,247	889,735	00.66	1.00

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	0. Approval for	navment of rem	and an international second		10. Approval for payment of remuneration by way of commission not exceeding 1% of the net profits of the Company to be paid	of the net pro	ofits of the Compa	nv to be paid
	· · · · · · · · · · · · · · · · ·	having the other of the	uneration by w	ay of commission i				
	to Non-Executive Directors	Directors						
(Ordinary / Special)	Special Resolution							
Category M	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on	No. of Votes in favour	No. of Votes	% of Votes in favour on votes	% of Votes against on
				outstanding		against	polled	votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] * 100
Promoter and E-	E-voting	127,108,444	127,108,444	100	127,108,444	•	100	1
promoter group Po	Poll	L						
Pc	Postal Ballot	1			Not Applicable	able		
Ĭ	Total	127,108,444	127,108,444	100	127,108,444	•	100	
Public E-	E-voting	64,568,758	50,438,280	78.12	49,887,695	550,585	98.91	1.09
Institutions Po	Poll							
Pc	Postal Ballot	L			Not Applicable	able		
Ĭ	Total	64,568,758	50,438,280	78.12	49,887,695	550,585	98.91	1.09
Public Non E-	E-voting	18,686,684	96,858	0.52	96,662	196	99.80	0.20
Institutions Pc	Poll		155,400	0.832	153,532	1,868	98.80	1.20
Pc	Postal -Ballot				Not Applicable	able		
Ĭ	Total	18,686,684	252,258	1.35	250,194	2,064	99.18	0.82
Total		210,363,886	177,798,982	84.52	177,246,333	552,649	100.00	00.00

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Agenda	11. Formulation of	^c Mphasis Employ	ee Stock Option	11. Formulation of Mphasis Employee Stock Option Plan 2016 (ESOP 2016)	16)			
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)=[(2)/(2)] * 100
Promoter and	E-voting	127,108,444	127,108,444	100	127,108,444	•	100	•
promoter group	Poll							
	Postal Ballot			1	Not Applicable	cable		
	Total	127,108,444	127,108,444	100	127,108,444		100	
Public Institutions	E-voting	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
	Poll							
	Postal Ballot				Not Applicable	cable		
	Total	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
Public Non	E-voting		96,958	0.52	92,534	4,424	95.44	4.56
Institutions	Poll		155,400	0.83	154,678	722	99.54	0.46
	Postal -Ballot				Not Applicable	cable		
	Total	18,686,684	252,358	1.35	247,212	5,146	97.96	2.04
Total		210,363,886	177.777,044	84.51	164.578.368	13.198.676	93.00	7.00

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	12. Extending the	e ESOP 2016 to the	e eligible employ	12. Extending the ESOP 2016 to the eligible employees of the Subsidiaries	es			
Resolution required (Ordinary / Special)	Special Resolution							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on	No. of Votes in favour	No. of Votes	% of Votes in favour on votes	% of Votes against on
				outstanding shares		against	polled	votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(2)/(2)] * 100
Promoter and	E-voting	127,108,444	127,108,444	100	127,108,444	1		
promoter group	Poll							
	Postal Ballot				Not Applicable	able		
	Total	127,108,444	127,108,444	100	127,108,444		100	
Public Institutions	E-voting	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
	Poll							
	Postal Ballot	1			Not Applicable	able		
	Total	64,568,758	50,416,242	78.08	37,222,712	13,193,530	73.83	26.17
Public Non	E-voting	18,686,684	96,958	0.52	42,799	54,159	44.14	55.86
Institutions	Poll		155,400	0.832	154,565	835	99.46	0.54
	Postal -Ballot	1			Not Applicable	able		
	Total	18,686,684	252,358	1.35	197,364	54,994	78.21	21.79
Total		210 363 886	AAA TTT TTT	24 51	164 570 570	AC3 OAC C1	90 E0	700

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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: <u>cs@nagarajsp818.com</u> www.spncs818.com

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 25th Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on the Friday, 4th November 2016 at 10:00 A.M. at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001

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:

- 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;
- voting by poll at the venue of the Annual General Meeting (AGM) under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and ascertaining the requisite majority on remote evoting, and voting through poll (Physical voting at the venue of 25th 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 12 of the Notice of the 25th AGM of the members of the Company dated 27th September 2016.

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





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time being in force) with regard to voting through electronic means (by remote e-voting) and voting by poll at the venue of the AGM on the resolutions proposed in the Notice of the 25th AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained/invalid" votes or poll papers, 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 by poll at the venue of the AGM and the authorizations / proxies lodged with the Company.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 27th September 2016 convening the 25th 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 to be passed at 25th AGM of the Equity Shareholders of the Company held on the Friday, 4th November 2016.

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. Friday, 28th October 2016, were entitled to vote on the resolutions as set out in the Notice of the 25th 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 four days which commenced on Monday, 31st October 2016 at 9:00 A.M. and concluded on Thursday, 3rd November 2016 at 5:00 P.M. on https://www.evoting.nsdl.com/.

VOTING BY POLL AT THE 25TH 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 25th AGM.





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At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll to facilitate the members present at the meeting, who could not cast their votes through remote-e-voting, to record their votes through the poll process.

COUNTING PROCESS:

i) POLL AT THE VENUE OF 25TH AGM:

- a) At the time fixed for ordering of the poll by the Chairman, the empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- b) The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. Ramamurthy and Mr. D Prabhu of Bangalore.
- c) The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- d) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

ii) REMOTE e-VOTING

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Friday, 4th November 2016 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 4th November 2016 on the results of remote e- voting and voting by poll at the venue of the 25th AGM on the resolutions contained in the Notice to the 25th 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 voting by poll at the venue of the AGM as under:-





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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 31 March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Directors' and Auditors' thereon.

Total Number of members voted	Total Number of votes cast
358	17,77,80,562

Particulars of voting	Votes in favou resolution	r of the	Votes aga resolution	ainst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	177625159		0		0
Voting by poll at AGM venue (in person or by proxy)	1,55,400	100.00	0	0	3
Total	17,77,80,559	100.00	0	0	3

The Resolution as mentioned in Item 1 of the Notice of the 25th 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
357	17,77,99,075

Total	17,77,99,072	100.00	0	0	3
by proxy)					
(in person or	155400		0		3
Voting by poll at AGM venue	155400	100.00	0	Ŭ	2
Remote e- voting	177643672		0	0	0
	Number	%	Number	%	
Particulars of voting	Votes in favou resolution	ar of the	Votes resolution	No. and the second s	Invalid Votes





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The Resolution as mentioned in Item 2 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 3: Ordinary Resolution

3. To ratify the appointment of Statutory Auditors and to fix their remuneration.

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 24th Annual General Meeting appointing the Statutory Auditors till the conclusion of 27th Annual General Meeting, the Company hereby ratifies the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W), as the Statutory Auditors of the Company, till the conclusion of next Annual General Meeting, at a remuneration to be fixed by the Audit Committee/Board of Directors of the Company, in addition to re-imbursement of service tax 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
358	17,77,99,085

Total	17,61,38,838	99.07	16,60,244	0.93	3
Voting by poll at AGM venue (in person or by proxy)	155400	99.07	0	0.93	3
Remote e- voting	175983438		16,60,244		0
	Number	%	Number	%	
Particulars of voting	Votes in favor resolution	ur of the	Votes agai resolution	inst the	Invalid Votes

The Resolution as mentioned in Item 3 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 4: Ordinary Resolution



 RESOLVED THAT pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any



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statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Jan Kathleen Hier (DIN : 07360483), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 11 December 2015, holding office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 11 December 2015.

Total Number of members voted	Total Number of votes cast
357	17,77,99,005

Particulars of voting	Votes in favor resolution	ur of the	Votes aga resolution	ainst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	177643582		20		0
Voting by poll at AGM venue (in person or by proxy)	154900	100.00	500	0	3
Total	17,77,98,482	100.00	520	0	3

The Resolution as mentioned in Item 4 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 5: Ordinary Resolution

5. RESOLVED THAT pursuant to the provisions of 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. Amit Dixit (DIN: 01798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

	Total N	Number of members voted			Total Number of votes cast						
			357				1_		17,77,76,9	967	
Partie	culars	of	Votes	in	favour	of	the	Votes	against	the	Invalid

Particulars of voting	Votes in favo resolution	our of the	Votes ag resolution	gainst the	Invalid Votes
	Number	%	Number	%	
Remote e-voting	175115108		2506456		
Voting by poll at AGM venue	154900	99.00	500	1.00	3



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(in person or by proxy)					
Total	17,52,70,008	99.00	25,06,956	1.00	3

The Resolution as mentioned in Item 5 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 6: Ordinary Resolution

6. RESOLVED THAT pursuant to the provisions of 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. Amit Dalmia (DIN: 05313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members voted	Total Number of votes cast
356	17,77,98,995

Particulars of voting	Votes in favou resolution	r of the	Votes aga resolution	ainst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	176754337		889255		0
Voting by poll at AGM venue (in person or by proxy)	154900	99.00	500	1.00	3
Total	17,69,09,237	99.00	8,89,755	1.00	3

The Resolution as mentioned in Item 6 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 7: Ordinary Resolution

7. RESOLVED THAT pursuant to the provisions of 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. David Lawrence Johnson (DIN: 07593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.





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Total Number	Total Number of members voted			Total Number of votes cast		
357			17,77,76,967			
Particulars of voting	Votes in favo resolution	our of the	Votes ag resolution	ainst the	Invalid Votes	
	Number	%	Number	%		
Remote e- voting	175115108		2506456		0	
Voting by poll	154900	99.00		1.00		

by proxy) 17,52,70,008 99.00 25,06,956 1.00 3 Total

500

The Resolution as mentioned in Item 7 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 8: Ordinary Resolution

at AGM venue

(in person or

8. RESOLVED THAT pursuant to the provisions of 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. Paul James Upchurch (DIN: 07593638), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members voted	Total Number of votes cast
355	17,77,87,160

Total	17,68,97,402	99.00	8,89,755	1.00	3
Voting by poll at AGM venue (in person or by proxy)	154900	99.00	500	1.00	3
Remote e- voting	176742502		889255		
	Number	%	Number	%	
Particulars of voting	Votes in fav resolution	our of the	Votes aga resolution	inst the	Invalid Votes

The Resolution as mentioned in Item 8 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.





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3

Item 9: Ordinary Resolution

9. RESOLVED THAT pursuant to the provisions of 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. Dario Zamarian (DIN : 07599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members voted	Total Number of votes cast
356	17,77,98,985

voting Voting by					0
poll at AGM venue (in person or by proxy)	154900	99.00	500	1.00	3
Total	17,69,09,247	99.00	8,89,735	1.00	3

The Resolution as mentioned in Item 9 of the Notice of the 25th AGM stands passed with requisite majority as an ordinary resolution.

Item 10: Special Resolution

10.RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as an extension of the special resolution of the shareholders passed at the Annual General Meeting held on 1 February 2013, approval of the Members be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive Directors) as may be decided by the Board of Directors or a Committee thereof from time to time and such payment be made out of the profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for each year.



RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the earlier resolution, all the Non-Executive Directors of the Company, be paid the



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commission based on the following matrix effective the closing hours of 1 September 2016 and the commission be paid at such intervals, as decided by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Remuneration (Rs. Lacs)
Fixed Remuneration – Indian Directors	Flat Fee p.a.	28.00
Fixed Remuneration – Foreign Directors	Flat Fee p.a.	44.00
Variable Remuneration determined based on the following:	research and a second sec	
Board Chairmanship	Flat Fee p.a.	10.00
Board Meeting Attendance	Per Meeting	0.75
General Body Meeting Attendance	Per Meeting	0.50
Audit Chairmanship	Flat Fee p.a.	5.00
Audit Membership	Per Meeting	0.40
Nomination and Remuneration Committee Chairmanship	Flat Fee p.a.	1.00
Nomination and Remuneration Committee Membership Attendance	Per Meeting	0.25
Strategy Committee Chairmanship	Flat Fee p.a.	1.00
Strategy Committee Membership Attendance	Per Meeting	0.25

Note: The portions of the remuneration denominated as "Per Meeting" are applicable in respect of the meetings actually held and participated by the Non-Executive Directors which are statutorily counted for the purpose of quorum.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do or cause to be done all such acts, deeds and things and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

Total Number of members voted	Total Number of votes cast
356	17,77,98,985

Particulars of voting	Votes in favo resolution	our of the	Votes a resolution	gainst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	177092801	100.00	550781	0	0
Voting by poll at AGM	153532	100.00	1868	0	3



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by proxy) Total	17,72,46,333	100.00	5,52,649	0	3
(in person or					
venue					

The Resolution as mentioned in Item 10 of the Notice of the 25th AGM stands passed with requisite majority as a special resolution.

Item 11: Special Resolution

11.RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the "Mphasis Employee Stock Option Plan 2016" (hereinafter referred to as ESOP 2016) and the Board be and is hereby authorized to grant Employee Stock Options (ESOPs), from time to time, in one or more tranches, to or for the benefit of such employees who are in the permanent employment of the Company (including the Managing/Whole-Time Director and the Non-Executive Directors other than the Independent Directors) and identified by the Board from time to time, at an exercise price being the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the Board at which options are granted (on the stock exchange at which highest trading volume was recorded on such day) and subject to a discount, if such discount is granted by the Board from time to time, of up to 20%, with the underlying equity shares (created by allotment of further shares) not exceeding 8,400,000 equity shares of Rs.10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the ESOP 2016 shall not exceed 1% of the issued and paid-up equity share capital of the Company in any financial year.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of ESOP 2016, provided such amendments are required to be carried out pursuant to changes in the laws.





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RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the ESOP 2016 through the Mphasis Employees Equity Reward Trust, an irrevocable trust formed for the administration of the ESOP 2016 of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

Total Number of members voted	Total Number of votes cast
358	17,77,77,047

Particulars of voting	Votes in favo resolution	our of the	Votes agai resolution	nst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	164423690		13197954		0
Voting by poll at AGM venue (in person or by proxy)	154678	93.00	722	7.00	3
Total	16,45,78,368	93.00	1,31,98,676	7.00	3

The Resolution as mentioned in Item 11 of the Notice of the 25th AGM stands passed with requisite majority as a special resolution.

Item 12: Special Resolution

12.RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has





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authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of "Mphasis Employee Stock Option Plan 2016" (ESOP 2016) proposed in the resolution under Item No. 11 of the Notice of AGM to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any question that may arise in this regard.

Total Number of members voted	Total Number of votes cast
358	17,77,77,047

Particulars of voting	Votes in favo resolution	ur of the	Votes again resolution	nst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	164373955		13247689		0
Voting by poll at AGM venue (in person or by proxy)	154565	93.00	835	7.00	3
Total	16,45,28,520	93.00	1,32,48,524	7.00	3

The Resolution as mentioned in Item 12 of the Notice of the 25th AGM stands passed with requisite majority as a special resolution.





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I hereby confirm that the relevant records in respect of the votes cast through e-voting and voting by poll at the venue of 25th 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: 4th November 2016

Chairman of the Meeting (for the 25th Annual General Meeting held on 4th November 2016) / Director



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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:<u>cs@nagarajsp818.com</u> www.spncs818.com

REPORT OF SCRUTINIZER [Remote e - Voting]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 25thAnnual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on the Friday, 4th November 2016 at 10:00 A.M. at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru- 560 001

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;

in a fair and transparent manner and ascertaining the requisite majority by remote evoting as per the provisions of the Companies Act, 2013 and rules made thereunder (including any amendment thereto 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 12 of the Notice of the 25thAGM of the members of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions proposed in the Notice of the 25thAGM of the Company is the responsibility of the Company's management.

My responsibility as a Scrutinizer is to the render Scrutinizer's Report of the votes cast "in favour" or "against" or "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 National Securities Depository Limited (NSDL), in tandem with the reconciliation of the records maintained by the Company / Integrated Enterprises (India) Limited (Registrar Share Transfer Agent (RTA) of the Company).



DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 27th September 2016 convening the 25th Annual General Meeting (AGM) along with 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 to be passed at 25th AGM of the Equity Shareholders of the Company held on the Friday, 4th November 2016.

CUT-OFF DATE:

The voting rights were reckoned as on Friday, 28thOctober 2016, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting.

REMOTE E-VOTING:

The Company has availed services of NSDL as the agency for providing the remote evoting platform.

The remote e-voting period was open for four days which commenced on Monday, 31st October 2016 at 9:00 A.M. and concluded on Thursday, 3rd November 2016 at 5:00 P.M. on https://www.evoting.nsdl.com/

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Friday, 4th November 2016 in the presence of two witnesses Ms. Pallavi B Kaveri & Ms. Priyanka Sethia, 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:

Pretting

Ms. Pallavi B Kaveri

Ms. Priyanka Sethia

I submit herewith my scrutinizer's report on the results of voting through remote e-voting 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 31 March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Directors' and Auditors' thereon.

TotalNumberofmembersparticipated through remote e-voting	Total Number of votes cast
269	17,76,25,159

Particulars of	Votes in favou	ar of the	Votes ag	gainst	the	Invalid
voting	resolution	resolution			Votes	
	Number	%	Number	%		
Remote e-voting	17,76,25,159	100	0	0		0
Total	17,76,25,159	100	0	0		0



Item 2: Ordinary Resolution

2. To declare a final dividend on equity shares

Total Number of members participated through remote e-voting	Total Number of votes cast
268	17,76,43,672

Total	17,76,43,672	100	0	0	0
Remote e-voting	17,76,43,672	100	0	0	0
	Number	%	Number	%	
Particulars of voting	Votes in favou resolution	ar of the	Votes ag resolution	gainst the	Invalid Votes

Item 3: Ordinary Resolution

3. To ratify the appointment of Statutory Auditors and to fix their remuneration.

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 24thAnnual General Meeting appointing the Statutory Auditors till the conclusion of 27th Annual General Meeting, the Company hereby ratifies the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W), as the Statutory Auditors of the Company, till the conclusion of next Annual General Meeting, at a remuneration to be fixed by the Audit Committee/Board of Directors of the Company, in addition to re-imbursement of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Total Num	ber of mer	nbers	Total Number of votes cast			
participated th	rough remote e-vo	oting				
	269		17	7,76,43,682		
Particulars of	Votes in favou	ar of the	Votes against the		Invalid	
voting	resolution		resolution		Votes	
	Number	%	Number	%		
Remote e-voting	17,59,83,438	99.07	16,60,244	0.93	0	
Total	17,59,83,438	99.07	16,60,244	0.93	0	



Item 4: Ordinary Resolution

4. RESOLVED THAT pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,Ms. Jan Kathleen Hier (DIN : 07360483), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 11 December 2015, holding office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 11 December 2015.

Total	Number	of	members	Total Number of votes cast	
particip	ated through	n remot	te e-voting		
268				17,76,43,602	

Particulars of voting	Votes in favour resolution	r of the	Votes aga resolution	ainst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	17,76,43,582	100	20	0	0
Total	17,76,43,582	100	20	0	0

Item 5: Ordinary Resolution

5. RESOLVED THAT pursuant to the provisions of 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. Amit Dixit (DIN: 01798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation

Total	Number	of	members	Total Number of votes cast
particip	pated through	n remo	ote e-voting	
268				17,76,21,564

Particulars voting	of	Votes in favou resolution	r of the	Votes ag resolution	Invalid Votes	
		Number	%	Number	%	
Remote voting	e-	17,51,15,108	98.59	25,06,456	1.41	0
Total		17,51,15,108	98.59	25,06,456	1.41	0



Item 6: Ordinary Resolution

6. RESOLVED THAT pursuant to the provisions of 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. Amit Dalmia (DIN: 05313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total	Number	of	members	Total Number of votes cast
partici	pated throug	h remo	ote e-voting	
	26	7		17,76,43,592

Particulars voting	of	Votes in favor resolution	ur of the	Votes ag resolution	gainst the	Invalid Votes
		Number	%	Number	%	
Remote e- voting		17,67,54,337	99.50	8,89,255	0.50	0
Total		17,67,54,337	99.50	8,89,255	0.50	0

Item 7: Ordinary Resolution

7. RESOLVED THAT pursuant to the provisions of 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. David Lawrence Johnson (DIN: 07593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total	Number	of	members	Total Number of votes cast
particip	oated through	h remo	ote e-voting	
	26	58		17,76,21,564

Particulars of voting	Votes in fav resolution	our of the	Votes ag resolution	gainst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	17,51,15,108	98.59	25,06,456	1.41	0
Total	17,51,15,108	98.59	25,06,456	1.41	0

Item 8: Ordinary Resolution



8. RESOLVED THAT pursuant to the provisions of 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. Paul James Upchurch (DIN :

07593638), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total	Number	of	members	Total Number of votes cast
particip	pated through	h remo	ote e-voting	
	26	56		17,76,31,757

Particulars	Votes in fav	our of the	Votes ag	gainst the	Invalid
of voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e- voting	17,67,42,502	99.50	8,89,255	0.50	0
Total	17,67,42,502	99.50	8,89,255	0.50	0

Item 9: Ordinary Resolution

9. RESOLVED THAT pursuant to the provisions of 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. Dario Zamarian (DIN : 07599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members participated	Total Number of votes cast
through remote e-voting	
267	17,76,43,582

Particulars of voting	Votes in fav resolution	our of the	Votes ag resolution	ainst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	17,67,54,347	99.50	8,89,235	0.50	0
Total	17,67,54,347	99.50	8,89,235	0.50	0

Item 10: Special Resolution

10.RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as an extension of the special resolution of the shareholders passed at the Annual General Meeting held on 1 February 2013, approval of the Members be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive



Directors) as may be decided by the Board of Directors or a Committee thereof from time to time and such payment be made out of the profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for each year.

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the earlier resolution, all the Non-Executive Directors of the Company, be paid the commission based on the following matrix effective the closing hours of 1 September 2016 and the commission be paid at such intervals, as decided by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Remuneration (Rs. Lacs)
Fixed Remuneration – Indian Directors	Flat Fee p.a.	28.00
Fixed Remuneration – Foreign Directors	Flat Fee p.a.	44.00
Variable Remuneration determined based on the following:		
Board Chairmanship	Flat Fee p.a.	10.00
Board Meeting Attendance	Per Meeting	0.75
General Body Meeting Attendance	Per Meeting	0.50
Audit Chairmanship	Flat Fee p.a.	5.00
Audit Membership	Per Meeting	0.40
Nomination and Remuneration Committee Chairmanship	Flat Fee p.a.	1.00
Nomination and Remuneration Committee Membership Attendance	Per Meeting	0.25
Strategy Committee Chairmanship	Flat Fee p.a.	1.00
Strategy Committee Membership Attendance	Per Meeting	0.25

Note: The portions of the remuneration denominated as "Per Meeting" are applicable in respect of the meetings actually held and participated by the Non-Executive Directors which are statutorily counted for the purpose of quorum.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do or cause to be done all such acts, deeds and things and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.



rs Total Number of votes cast
e-
17,76,43,582

Particulars	Votes in fav	our of the	Votes ag	gainst the	Invalid
of voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e-voting	17,70,92,801	99.69	5,50,781	0.31	0
Total	17,70,92,801	99.69	5,50,781	0.31	0

Item 11: Special Resolution

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the "Mphasis Employee Stock Option Plan 2016" (hereinafter referred to as ESOP 2016) and the Board be and is hereby authorized to grant Employee Stock Options (ESOPs), from time to time, in one or more tranches, to or for the benefit of such employees who are in the permanent employment of the Company (including the Managing/Whole-Time Director and the Non-Executive Directors other than the Independent Directors) and identified by the Board from time to time, at an exercise price being the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the Board at which options are granted (on the stock exchange at which highest trading volume was recorded on such day) and subject to a discount, if such discount is granted by the Board from time to time, of up to 20%, with the underlying equity shares (created by allotment of further shares) not exceeding 8,400,000 equity shares of Rs. 10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).



RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the ESOP 2016 shall not exceed 1% of the issued and paid-up equity share capital of the Company in any financial year. RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of ESOP 2016, provided such amendments are required to be carried out pursuant to changes in the laws.

RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the ESOP 2016 through the Mphasis Employees Equity Reward Trust, an irrevocable trust formed for the administration of the ESOP 2016 of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

Total	Number	of	members	Total Number of votes cast
participated through remote e-voting				
269				17,76,21,644

Particulars of	Votes in favo	our of the	0	inst the	Invalid
voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e-voting	16,44,23,690	92.57	1,31,97,954	7.43	0
Total	16,44,23,690	92.57	1,31,97,954	7.43	0

Item 12: Special Resolution

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of "Mphasis Employee Stock Option Plan 2016" (ESOP 2016) proposed in the resolution under Item No. 11



of the Notice of AGM to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any question that may arise in this regard.

Total	Number	of	members	Total Number of votes cast
participated through remote e-voting				
269				17,76,21,644

Particulars of voting	Votes in fav resolution	our of the	Votes again resolution	inst the	Invalid Votes
	Number	%	Number	%	
Remote e- voting	16,43,73,955	92.54	1,32,47,689	7.46	0
Total	16,43,73,955	92.54	1,32,47,689	7.46	0

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting, 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

CS 10028 No. 473

S P NAGARAJAN ACS No.10028 CP No.4738

Place: Bangalore Dated:4th November 2016

Chairman of the Meeting (for the 25th Annual General Meeting held on 4th November 2016)/ Director

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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:<u>cs@nagarajsp818.com</u> www.spncs818.com

FORM No. MGT-13 Report of Scrutinizer Physical voting at the venue of 25th AGM

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 25th Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on the Friday, 4th November 2016 at 10:00 A.M. at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001

Dear Sir,

I, S P Nagarajan, Company Secretary in Practice, appointed as the Scrutinizer for the purpose of the Poll (Physical voting at the venue of 25th AGM) taken on the resolutions contained in the Notice under Items numbered 1 to 12 of the 25th Annual General Meeting (AGM) of the members of Mphasis Limited (the Company) held on the Friday, 4th November 2016 at 10:00 A.M. at Vivanta by Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014], 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, submit my report as under:

- 1. At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll (physical voting at the venue of 25th AGM) to facilitate the members present at the meeting who could not cast their votes through e-voting or postal ballot forms to record their votes through the poll process.
- 2. At the time fixed for ordering of the poll by the Chairman, the empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. Ramamurthy and Mr. D Prabhu of Bangalore.

3. The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



- 4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 5. The result of the Poll is 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 31 March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Directors' and Auditors' thereon.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

Voted in favour of the resolution:

present and voting (in		% of total number of valid votes cast
person or by proxy)		
86	1,55,400	100.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	l voting	them	val	id v	votes c	ast	
(in person	or b	y proxy)						
	0		0			()	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 2: Ordinary Resolution

2. To declare a final dividend on equity shares

Total Number of members present	Total Number of votes cast
and voting (in person or by proxy)	
89	1,55,403

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
86	1,55,400	100.00



Number of members	Number of votes cast by	% of total number of
present and voting	them	valid votes cast
(in person or by proxy)		
0	0	0

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 3: Ordinary Resolution

3. To ratify the appointment of Statutory Auditors and to fix their remuneration.

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 24th Annual General Meeting appointing the Statutory Auditors till the conclusion of 27th Annual General Meeting, the Company hereby ratifies the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W), as the Statutory Auditors of the Company, till the conclusion of next Annual General Meeting, at a remuneration to be fixed by the Audit Committee/Board of Directors of the Company, in addition to re-imbursement of service tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Total Number of members present and	Total Number of votes cast
voting (in person or by proxy)	
89	1,55,403

Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
86	1,55,400	100.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	l voting	them	val	lid v	rotes c	ast	
(in person	or b	y proxy)						
	0		0			()	



Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 4: Ordinary Resolution

4. RESOLVED THAT pursuant to the provisions of Sections 149, 152,160 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Jan Kathleen Hier (DIN : 07360483), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 in capacity of an Independent Director effective 11 December 2015, holding office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not subject to retirement by rotation, to hold office for a period of five consecutive years with effect from 11 December 2015.

Total Number of members present	Total Number of votes cast
and voting (in person or by proxy)	
89	1,55,403

Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
85	1,54,900	100.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	voting	them	val	id v	otes c	ast	
(in person	or b	y proxy)						
	1		500			()	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 5: Ordinary Resolution

5. RESOLVED THAT pursuant to the provisions of 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. Amit Dixit (DIN: 01798942), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present	Total Number of votes cast
and voting (in person or by proxy)	
89	1,55,403

Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
85	1,54,900	100.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	voting	them	val	lid v	otes c	ast	
(in person	or b	y proxy)						
	1		500			()	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 6: Ordinary Resolution

6. RESOLVED THAT pursuant to the provisions of 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. Amit Dalmia (DIN: 05313886), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present	Total Number of votes cast
and voting (in person or by proxy)	
89	1,55,403

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
85	1,54,900	100.00



Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	l voting	them	val	lid v	votes c	ast	
(in person	or b	y proxy)						
	1		500			()	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 7: Ordinary Resolution

7. RESOLVED THAT pursuant to the provisions of 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. David Lawrence Johnson (DIN: 07593637), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present	Total Number of votes cast
and voting (in person or by proxy)	
89	1,55,403

Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
85	1,54,900	100.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	l voting	them	val	id v	rotes c	ast	
(in person	or b	y proxy)						
	1		500			()	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 8: Ordinary Resolution



8. RESOLVED THAT pursuant to the provisions of 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. Paul James Upchurch (DIN: 07593638),

be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present	Total Number of votes cast
and voting (in person or by proxy)	
89	1,55,403

Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
85	1,54,900	100.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	voting	them	val	lid v	votes c	ast	
(in person	or b	y proxy)						
	1		500			()	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 9: Ordinary Resolution

9. RESOLVED THAT pursuant to the provisions of 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. Dario Zamarian (DIN: 07599359), be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

Voted in favour of the resolution:

present and voting (in		% of total number of valid votes cast
person or by proxy)		
85	1,54,900	100.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	voting	them	val	id v	otes c	ast	
(in person or by proxy)		y proxy)						
	1		500			()	



Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 10: Special Resolution

10. RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and as an extension of the special resolution of the shareholders passed at the Annual General Meeting held on 1 February 2013, approval of the Members be and is hereby accorded to the payment of remuneration by way of commission not exceeding 1% of the net profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive Directors) as may be decided by the Board of Directors or a Committee thereof from time to time and such payment be made out of the profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for each year.

RESOLVED FURTHER THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the earlier resolution, all the Non-Executive Directors of the Company, be paid the commission based on the following matrix effective the closing hours of 1 September 2016 and the commission be paid at such intervals, as decided by the Board of Directors of the Company and / or the Committee of the Board of Directors of the Company:

Particulars	Factor	Remuneration (Rs. Lacs)
Fixed Remuneration – Indian Directors	Flat Fee p.a.	28.00
Fixed Remuneration – Foreign Directors	Flat Fee p.a.	44.00
Variable Remuneration determined based on the following:		
Board Chairmanship	Flat Fee p.a.	10.00
Board Meeting Attendance	Per Meeting	0.75
General Body Meeting Attendance	Per Meeting	0.50
Audit Chairmanship	Flat Fee p.a.	5.00
Audit Membership	Per Meeting	0.40
Nomination and Remuneration Committee Chairmanship	Flat Fee p.a.	1.00
Nomination and Remuneration Committee Membership Attendance	Per Meeting	0.25
Strategy Committee Chairmanship	Flat Fee p.a.	1.00
Strategy Committee Membership Attendance	Per Meeting	0.25



Note: The portions of the remuneration denominated as "Per Meeting" are applicable in respect of the meetings actually held and participated by the Non-Executive Directors which are statutorily counted for the purpose of quorum.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do or cause to be done all such acts, deeds and things and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
78	1,53,532	99.00

Voted against the resolution:

Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	voting	them	val	id v	rotes c	ast	
(in person or by proxy)								
	8		1,868			1.0	00	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 11: Special Resolution

11. RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by



this resolution), the approval of the members of the Company be and is hereby accorded to the "Mphasis Employee Stock Option Plan 2016" (hereinafter referred to as ESOP 2016) and the Board be and is hereby authorized to grant Employee Stock Options (ESOPs), from time to time, in one or more tranches, to or for the benefit of such employees who are in the permanent employment of the Company (including the Managing/Whole-Time Director and the Non-Executive Directors other than the Independent Directors) and identified by the Board from time to time, at an exercise price being the closing price of the equity shares of the Company on the trading day immediately prior to the date of meeting of the Board at which options are granted (on the stock exchange at which highest trading volume was recorded on such day) and subject to a discount, if such discount is granted by the Board from time to time, of up to 20%, with the underlying equity shares (created by allotment of further shares) not exceeding 8,400,000 equity shares of Rs.10 each (as adjusted for any changes in capital structure and adjustments arising out of the corporate actions in terms of such units).

RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the ESOP 2016 shall not exceed 1% of the issued and paid-up equity share capital of the Company in any financial year.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to make such amendments including suspension or termination of ESOP 2016, provided such amendments are required to be carried out pursuant to changes in the laws.

RESOLVED FURTHER THAT subject to the provisions of the Indian Trust Act, 1882 and Securities Exchange Board of India (Shares Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI, the approval of the members of the Company be and is hereby accorded to implement the ESOP 2016 through the Mphasis Employees Equity Reward Trust, an irrevocable trust formed for the administration of the ESOP 2016 of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

Total Number of members present and	Total Number of votes cast
voting (in person or by proxy)	
89	1,55,403

	5	% of total number of
present and voting (in person or by proxy)	tnem	valid votes cast
80	1,54,678	100



Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	l voting	them	val	lid v	votes c	ast	
(in person or by proxy)								
	6		722			()	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

Item 12: Special Resolution

12. RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the guidelines prescribed thereunder by SEBI and other SEBI Regulations as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to extend the benefits of "Mphasis Employee Stock Option Plan 2016" (ESOP 2016) proposed in the resolution under Item No. 11 of the Notice of AGM to the eligible employees of the subsidiary companies as identified by the Board from time to time, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the resolution, the Board be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and settle any question that may arise in this regard.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
89	1,55,403

Number of members	Number of votes cast by	% of total number of
present and voting (in	them	valid votes cast
person or by proxy)		
78	1,54,565	99.00



Number	of	members	Number of votes cast by	%	of	total	number	of
present	and	l voting	them	val	id v	votes c	ast	
(in person or by proxy)								
	8		835			1.0	00	

Invalid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
3	3

- 6. A Compact Disk (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
- 7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary or any other person authorized by the Board for this purpose for safe keeping.

Thanking you, Yours faithfully



S P NAGARAJAN ACS No.10028 CP No.4738

Place: Bangalore Dated: 4th November 2016

> Chairman of the Meeting (for the 25^{th} Annual General Meeting held on 4^{th} November 2016) / Director