

DETAILS REGARDING THE VOTING RESULTS IN TERMS OF CLAUSE 35A OF THE LISTING AGREEMENT

| SL.NO. | PARTICULARS | DETAILS |
|--------|--|---------------|
| 1 | Date of the AGM/EGM | 5-Feb-2014 |
| 2 | Total number of shareholders on record date: | 29,915 |
| 3 | No. of Shareholders present in the meeting either in person or through proxy: | |
| 3A | Promoters and Promoter Group: | 3 |
| 3B | Public: | 317 |
| 4 | No. of Shareholders attended the meeting through Video Conferencing | |
| 4A | Promoters and Promoter Group | NIL |
| 4B | Public: | NIL |
| 5 | Details of the Agenda/Resolutions passed: | |
| 5A | Resolutions (Ordinary/Special) | |
| a | To receive, consider and adopt the audited Balance Sheet as at 31 October, 2013 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the reports of the Directors and Auditors thereon. | Ordinary |
| b | To declare a dividend on equity shares. | Ordinary |
| c | To appoint a Director in place of Dr. Friedrich Froeschl, who retired by rotation and being eligible, offered himself for re-appointment. | Ordinary |
| d | To appoint a Director in place of Mr. V Ravichandran, who retired by rotation and being eligible, offered himself for re-appointment. | Ordinary |
| e | To appoint a Director in place of Mr. Chandrakant D Patel, who retired by rotation and being eligible, offered himself for re-appointment. | Ordinary |
| f | To re-appoint Auditors and to fix their remuneration | Ordinary |
| g | Appointment of Mr. Narayanan Kumar as a Director of the Company, whose period of office shall be liable for retirement by rotation. | Ordinary |
| h | Appointment of Mr. James Mark Merritt as a Director of the Company, whose period of office shall be liable for retirement by rotation. | Ordinary |
| i | Appointment of Mr. Lakshmikanth K Ananth as a Director of the Company, whose period of office shall be liable for retirement by rotation. | Ordinary |
| j | Appointment of Mr. Shankar Maitra as a Director of the Company, whose period of office shall be liable for retirement by rotation. | Ordinary |
| 5B | Mode of voting | Show of hands |

for Mphasis Limited

A. Sivaram Nair
SVP, Company Secretary, General Counsel & Ethics Officer

