



PROCEEDINGS OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MPHASIS LIMITED HELD ON WEDNESDAY, THE 30 JULY 2014 AT 10.00 AM AT THE CHANCERY PAVILION HOTEL, NO. 135, RESIDENCY ROAD, BENGALURU – 560025.

Directors Present:

Dr. Friedrich Froeschl	– Chairman
Mr. James Mark Merritt	– Vice Chairman
Mr. Balu Ganesh Ayyar	– Chief Executive Officer
Mr. Davinder Singh Brar	– Director & Chairman of Investor Grievance Committee and Compensation Committee
Mr. Chandrakant D Patel	– Director
Mr. Narayanan Kumar	– Director & Chairman of Audit Committee
Mr. Shankar Maitra	– Director
Mr. Stefan Antonio Lutz	– Director

In attendance

- Mr. A Sivaram Nair
SVP , Company Secretary , General Counsel & Ethics Officer
- Mr.V Suryanarayanan (Chief Financial Officer-Interim)

As per the attendance slips registered at the meeting, 175 members were personally present. There were 107 proxies present at the meeting.

Dr. Friedrich Froeschl, Chairman of the Board of Directors, presided over the meeting.

The meeting was called to order by the Chairman at 10.00 a.m. after ascertaining the quorum. The Notice convening the meeting was taken as read with the permission of the members present. The members were informed by the Chairman that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts or arrangements in which directors are interested and the certificate received from the Auditors of the Company under Clause 14.1 of SEBI (Employee Stock Options and Employee Stock Purchase) Guidelines, 2000, were placed at the meeting and kept open for inspection of the members throughout the meeting.

The other directors present on the dais were introduced by the Chairman to the members. The Chairman informed the members that the Auditors of the Company and a representative, from the office of the Practicing Company Secretary who had certified the Corporate Governance Report, were present at the meeting. The Chairman further informed that Mr. Lakshmikanth K Ananth could not attend the meeting due to other pre-occupations.

Thereafter, the Chairman proceeded with his address to the shareholders. In his speech, he briefed the members on the highlights of the five months period ended 31 March 2014 and the Corporate Social Responsibility Strategy and initiatives.

Thereafter, at the request of the Chairman, Mr. A Sivaram Nair, Company Secretary & General Counsel, read the Auditors' Report and Compliance Certificate on Corporate Governance.





The Chairman took up the first item on the agenda relating to adoption of accounts.

1. ADOPTION OF CONSOLIDATED AND STANDALONE FINANCIAL STATEMENTS OF THE COMPANY COMPRISING OF AUDITED BALANCE SHEET AS AT 31 MARCH 2014 AND THE STATEMENT OF PROFIT & LOSS, CASH FLOW STATEMENT FOR THE PERIOD ENDED ON THAT DATE TOGETHER WITH THE DIRECTOR'S REPORT AND AUDITOR'S REPORT THEREON

The Chairman read the following ordinary resolution and requested the members to raise questions that they may have on the audited accounts.

RESOLVED THAT Consolidated and Standalone Financial Statements of the Company comprising of audited Balance Sheet as at 31 March 2014 and the statement of Profit and Loss, Cash Flow Statement for the period ended on that date, together with the Reports of the Directors' and Auditors' thereon be and are hereby received, considered and adopted.

The members appreciated the Board for the consistent dividend payout. The shareholders acknowledged the Corporate Social Responsibility (CSR) initiatives pursued by the Company and accolades won during the year.

The queries from the members inter-alia covered the following:

Reasons for sending the Annual Reports through e-mails

The reason for Company not being present in India in the sectors like Railways and Defence

Clarification on the Unclaimed Shares

Decrease in Net Profit despite of increase in Gross Income

Reasons for closure of Sri Lankan subsidiary

Reason for decrease in the purchase Goodwill

the need for having many Subsidiaries of Mphasis

the reason for dis-continuation of trading in Bio Metric Devices

The members suggested to consider the possibility of including Environment as a CSR focus and encouraging traditional method of education.

The suggestions from the members were noted and the queries of the members were answered by Dr. Friedrich Froeschl, Chairman and Mr. Balu Ganesh Ayyar, CEO.

In response to the query seeking clarification for delivering the Annual Reports through e-mails, the Chairman explained to the members that owing to the recognition of electronic delivery of documents under the Companies Act, 2013 and to support the cause of green initiative, Annual Reports were delivered through e-mails. However, physical copies of the Annual Reports were dispatched to the shareholders on request in writing.

In response to the query regarding non presence of the Company in the sectors like Railways and Defence, Mr. Ganesh Ayyar explained to the members that the Company, predominantly, being an offshore entity was focusing on overseas clients and business in BCM and Insurance sectors and there were no upcoming plans of venturing into such Indian sectors.

In response to the clarification sought on unclaimed shares in the suspense account, it was informed that such shares represented the unclaimed shares issued in previous public issues and bonus issues, the share certificates in respect of which had been returned undelivered and adequate reminders were sent to such unclaimed shareholders.





In response to the query regarding closure of Srilankan subsidiary, It was clarified that owing to lack of upcoming business opportunities in Srilanka for the past 4 years and associated increase in maintenance cost had led to closure of operations in Srilanka.

As regards decrease in the purchase Goodwill, Mr. Ayyar explained that diminution in the rupee value owing to exchange rate fluctuations had led to the decline in the Goodwill representing the transaction value of the overseas acquisitions made by the Company.

In response to query seeking clarifications for having many subsidiaries, Mr. Ayyar clarified that these subsidiaries were incorporated pursuant to business requirements. He mentioned that the Company was also evaluating optimizing the number of its subsidiaries.

In reply to the query regarding trading in Bio Metric devices, Mr. Ayyar clarified that the Company has ceased to deal in Bio metric devices owing to the withdrawal of the Company from the UID projects.

Mr. Ayyar greeted the suggestion regarding inclusion of Environment as one of the CSR focus area and mentioned that such activities would be considered and pursued if it was in accordance with the CSR policy which was being formulated in line with the provisions of the Companies Act, 2013.

The Chairman expressed his gratitude to the member for their appreciation, support and suggestions and assured that the management was committed to drive this transformation journey pursuant to new strategic directions adopted to deliver best returns to the members.

Thereafter, the Chairman moved the resolution further :

Mr. S Saravanan proposed the ordinary resolution.

Mr. T V Gururaja seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.

2. DECLARATION OF DIVIDEND

The Chairman informed the members that the directors had recommended a dividend of Rs.7 per equity share of Rs.10 each (at the rate of 70%) for the five month period ended 31 March 2014 and next item of business related to declaration of dividend by means of an ordinary resolution.

Mr. Ashok Chakravarthi S proposed the following ordinary resolution:

RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of Rs.7.00 per equity share of Rs.10 each be and is hereby declared for the five months period ended on 31 March 2014, to the equity shareholders of the Company whose names appear in the Register of Members as on 17 July 2014.

Mr. T V Gururaja seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.



3. RE-ELECTION OF MR. JAMES MARK MERRITT

The Chairman informed the shareholders that the next item of business related to re-election of Mr. James Mark Merritt, director of the Company by means of an ordinary resolution.

Mr. G C Sagare proposed the following ordinary resolution:

RESOLVED THAT Mr. James Mark Merritt, director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable for retirement by rotation.

Mr. S Saravanan seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.

4. RE-ELECTION OF MR. LAKSHMIKANTH K ANANTH

The Chairman informed the shareholders that the next item of business related to re-election of Mr. Lakshmikanth K Ananth, director of the Company by means of an ordinary resolution.

Mr. T N Ramakrishna proposed the following ordinary resolution:

RESOLVED THAT Mr. Lakshmikanth K Ananth, director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable for retirement by rotation.

Mr. T V Gururaja seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.

5. RE-APPOINTMENT OF AUDITORS

The Chairman informed the shareholders that the next item of business related to re-appointment of the Statutory Auditors of the Company and fixing of their remuneration by means of an ordinary resolution.

Mr. Ashok Chakravarthi S proposed the following ordinary resolution:

RESOLVED THAT S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W), who retire at the conclusion of this Annual General Meeting, be and are hereby re-appointed as the Statutory Auditors of the Company till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company and billed progressively.

Mr. T V Gururaja seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.



6. APPROVAL OF APPOINTMENT OF MR. STEFAN ANTONIO LUTZ AS A DIRECTOR

The Chairman informed the shareholders that the next item of business related to appointment of Mr. Stefan Antonio Lutz as a director of the Company, who was appointed as an additional director on the Board of the Company on 12 February 2014 and held office up to the date of this AGM. The Chairman sought approval of the members for his appointment by means of an ordinary resolution.

Mr. S Saravanan proposed the following ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable Sections of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for time being in force) and the applicable Rules made thereunder, Mr. Stefan Antonio Lutz (DIN 06810434) be and is hereby appointed as a director of the Company, whose period of office shall be liable for retirement by rotation.

Mr. Ashok Chakravarthi S seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.

7 APPROVAL OF MPHASIS RESTRICTED STOCK UNIT PLAN - 2014

The Chairman informed the shareholders that the next item of business related to the approval of Mphasis Restricted Stock Unit Plan-2014 by means of a Special Resolution. The Chairman further informed the shareholders that Mphasis Restricted Stock Unit Plan-2014 was formulated to encourage value creation by Key Employees and retention of such key employees.

Mr. G C Sagare proposed the following special resolution:

RESOLVED THAT subject to the applicable provisions of Section 62 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, Rules made thereunder and other the applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Regulations / Guidelines, prescribed by SEBI or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, the approval of the Company be and is hereby accorded to grant Restricted Stock Units (RSUs), to apply for equity shares of the face value of Rs.10 each of the Company, to or for the benefit of such Senior Executives who are in the permanent employment of the Company (including the managing/whole-time director) or to any Trust, Society, or any entity or any combination thereof that may be existing or to be created for the benefit of such employees at any time under a Scheme titled "Mphasis Restricted Stock Units Plan - 2014" (hereinafter referred to as "RSU 2014") to be evolved in this regard, with the underlying equity shares, created by allotment of further shares, not exceeding 550,000 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 and that the Board of Directors of the Company and/or Committee of the Board of Directors be and are hereby authorized to take such steps and actions and give necessary directions as it deems fit to give effect to the above resolution.





RESOLVED FURTHER THAT the maximum number of equity shares issued to any specific employee under the RSU 2014 shall not exceed 1% of the issued and paid-up capital of the Company in any financial year.

Mr. T V Gururaja seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.

8 APPROVAL OF EXTENSION OF THE BENEFITS OF MPHASIS RESTRICTED STOCK UNIT PLAN – 2014 TO THE EMPLOYEES OF SUBSIDIARY COMPANIES

The Chairman informed the shareholders that the next item of business related to the extension of the benefits of Mphasis Restricted Stock Unit Plan-2014 to the employees of subsidiary companies. The Chairman further stated that in view of SEBI ESOP guidelines, shareholders' approval by way of a separate resolution was required to be obtained for granting options to employees of holding/subsidiary Company. Accordingly, member's approval was sought by means of a Special Resolution.

Mr. T N Ramakrishna proposed the following special resolution:

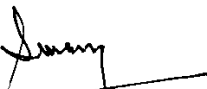
RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Regulations / Guidelines, prescribed by SEBI or any other relevant Authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, the approval of the shareholders be and is hereby accorded to the Board to extend the benefits of Mphasis Restricted Stock Units Plan 2014 proposed in the resolution under Item No.7 of this notice to the eligible Senior Executives of the subsidiary companies, on such terms and conditions as may be decided by the Board and for the purpose of giving effect to the above 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 and settle any question that may arise in this regard.

Mr. S Saravanan seconded the resolution.

The resolution was put to vote by the Chairman and the same was passed nem con by show of hands.

Certified to be true

For Mphasis Limited


A Sivaram Nair

Senior Vice President, Company Secretary,
General Counsel & Ethics Officer



