

Mphasis Limited



Regd. Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddankundi Village,
Mahadevapura, Bengaluru -560 048, Karnataka, India.Ph : +91 080 33525000 Fax: +91 080 66959943

CIN: L30007KA1992PLC025294 Website: www.mphasis.com

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

| SL.NO. | PARTICULARS | DETAILS |
|--------|---|---------------|
| 1 | Date of the AGM/EGM | 30-Jul-2014 |
| 2 | Total number of shareholders on record date: | 29,991 |
| 3 | No. of Shareholders present in the meeting either in person or through proxy: | |
| 3A | Promoters and Promoter Group: | 3 |
| 3B | Public: | 279 |
| 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 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, 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 Mr. James Mark Merritt, who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary |
| d | To appoint a director, in place of Mr. Lakshmikanth K Ananth, who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary |
| e | To re-appoint S R Batliboi & Associates LLP, Chartered Accountants, as Auditors and to fix their remuneration. | Ordinary |
| f | Approval of appointment of Mr. Stefan Antonio Lutz as a director of the Company, whose period of office shall be liable for retirement. | Ordinary |
| g | Approval of Mphasis Restricted Stock unit Plan-2014. | Special |
| h | Approval for extension of the benefits of Mphasis Restricted Stock unit Plan-2014 to the employees of subsidiary companies | Special |
| 5B | Mode of voting | Show of hands |

For Mphasis Limited

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



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