

DECLARATION OF POSTAL BALLOT RESULTS

A notice pursuant to Section 192A of the Companies Act, 1956 was sent to the shareholders of the Company seeking their approval for the following Ordinary Resolution by means of postal ballot:

Ordinary Resolution : Revision in the Non Executive Directors' Commission paid to the Independent Directors

The Board of Directors, vide its resolution dated 29 May 2013, appointed Mr. K Rajshekar, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process. The Scrutinizer has submitted the report after completion of the scrutiny of the postal ballot forms received from shareholders up to the close of working hours on 7 August 2013. Summary of the scrutinizer's report is as below :

Description	No. of Ballot Forms	No. of Shares
Total number of ballot forms received*	388	167,867,978
Less : Total postal ballot forms rejected**	17	2,892
Total valid postal ballot forms	371	167,865,086

*includes votes casted through e-voting

**postal ballots have been rejected where there is signature mismatch or where the Ballot forms has not been signed or where the appropriate column is not ticked as per instruction casted through both e-voting & physical mode.

Ordinary Resolution			
	No. of Voters	No. of Votes***	% of Votes
Assent	284	167,844,673	99.988
Dissent	87	20,413	0.012
Rejected	17	2,892	0.00
TOTAL	388	167,867,978	100

*** one vote corresponds to one share

On basis of the above results, it is announced that the Ordinary Resolution as set out in the notice dated 2 July 2013 have been duly passed by the shareholders as an Ordinary Resolution with requisite majority. The break up of the voting pattern as per the requirements of the listing agreement is annexed.

By Order of the Board



A Sivaram Nair

SVP, Company Secretary, General Counsel & Ethics Officer

Bangalore
8 August 2013





Mphasis Limited

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Annexure to the declaration of the Postal Ballot Results dated 8 August 2013

Breakup of Voting as per the requirement under clause 35A of the Listing Agreement:

Ordinary Resolution							
Promoter/ Public	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 & Promoter Group	127,106,266	127,106,266	100	127,106,266	-	100	-
Public Institution Holders	64,654,901	40,334,753	62.385	40,334,753	-	100	-
Public-Others	18,365,932	424,067	2.309	403,654	20,413	95.186	4.814
Total	210,127,099	167,865,086		167,844,673	20,413		

For Mphasis Limited

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



8 August 2013