

31 July 2014

Manager Listing

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

INTIMATION PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

Pursuant to Clause 35A of the Listing Agreement, we hereby enclose our report on the Voting Results in respect of the resolutions placed at the 23rd Annual General Meeting held on 30 July 2014.

This is for your information and records.

Thanking You,

Yours faithfully,
For Mphasis Limited



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



Encl : As above 

Mphasis Limited

Regd. Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddankhundi 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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