

21 October 2016

The Manager  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001

Dear Sir/Madam,

**Sub- Submission of certified true copy of the proceedings of the Extraordinary General Meeting**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith the certified true copy of the proceedings of the Extraordinary General Meeting held on 13 October 2016 at 3.30 pm at The Chancery Pavilion Hotel, No.135, Residency Road, Bangalore 560 025.

We request you to kindly take the above on record as per the requirement of Listing Regulations.

Thanking you,

Yours faithfully,

For Mphasis Limited



**Subramanian Narayan**  
**Vice President & Dy. Company Secretary**  
Encl- As above



CERTIFIED TRUE COPY OF THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MPHASIS LIMITED HELD ON THURSDAY, THE 13 OCTOBER 2016 AT 3.30 PM AT THE CHANCERY PAVILION HOTEL, NO. 135, RESIDENCY ROAD, BANGALORE – 560025.

Time of Commencement: 03.30 pm

Time of conclusion of meeting: 04:05 pm

**DIRECTORS PRESENT**

Mr. Davinder Singh Brar Director & Chairman of the meeting  
*(Chairman - Stakeholders Relationship Committee, Member of Nomination and Remuneration Committee and Audit Committee)*

Mr. Balu Ganesh Ayyar Chief Executive Officer

Mr. Amit Dalmia Director

**IN ATTENDANCE**

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

Mr. S P Nagarajan Scrutinizer

Mr. Adarsh Ranka Partner, SR Batliboi, Statutory Auditors

As per the attendance slips registered at the meeting, 139 members were personally present including the representatives of Body Corporates. There was 1 Proxy present at the meeting representing 275,000 shares. The quorum was present throughout the meeting.

The meeting was called to order by the Chairman of the meeting at 3.30 p.m. after ascertaining that the requisite quorum for the meeting was present. The Notice convening the meeting was taken as read with the permission of the members present.

The Chairman introduced himself and other Directors and Company Secretary, present on the dais, to the members. The Chairman further informed that Ms. Jan Kathleen Hier and Mr. Narayanan Kumar, Independent Directors, Mr. David Lawrence Johnson, Mr. Paul Upchurch, Mr. Dario Zamarian and Mr. Amit Dixit, Directors, could not attend the meeting due to unavoidable circumstances.

The Chairman informed the members that the meeting is convened pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for re-classification of erstwhile HPE Promoters to Non Promoter Category.

Thereafter, the Chairman requested, Mr. A Sivaram Nair, Company Secretary & General Counsel, to brief the members on the voting process to be followed at the meeting.

Mr. Nair briefed the members on the voting facility provided and the procedure to be followed for voting at the meeting. He, inter-alia, requested the members, who had not participated in remote e-voting, to vote physically at the end of the meeting at the ballot stations placed inside the hall, after physical voting had been ordered by the Chairman for the resolution.

It was further informed that the voting results would be disseminated, immediately on the receipt of Scrutinizer's Report, within 2 days of the meeting by displaying it on the Notice Board at the



Registered Office, Notice Board at the Corporate Office of the Company, on the website of the Company ([www.mphasis.com](http://www.mphasis.com)) and sending it to the Stock Exchanges.

Thereafter, Mr. Sivaram Nair requested the Chairman to resume the proceedings.

The Chairman took up the following item on the agenda relating to Re-classification of Outgoing Promoters as Non- Promoters.

**RE-CLASSIFICATION OF THE OUTGOING PROMOTERS AS NON-PROMOTERS WITH EFFECT FROM 1 SEPTEMBER 2016**

The Chairman read the following Ordinary Resolution and requested the members to raise questions that they may have on this item of business of the meeting.

**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and applicable provisions, if any, of the Companies Act, 2013 and in compliance with Regulation 31A(5) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, consequent to acquisition, by Marble II Pte. Limited (**Acquirer**) of 60.47% of the total issued share capital of the Company, from EDS Asia Pacific Holdings, EDS World Corporation (Far East) LLC and EDS World Corporation (Netherlands) LLC (together, **Outgoing Promoters**), the Outgoing Promoters having ceased to hold any shares in, or exercise any control over the Company and having ceased to be promoters of the Company, be and are hereby re-classified as non-promoters with effect from 1 September 2016.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

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

- *Impact of the Change of Control on the Company and for its shareholders;*
- *Whether there have been changes in the top management pursuant to the Change in Control;*
- *Whether the approval of the shareholders should have been obtained before the Change of Control process;*
- *Details of consideration paid to the shareholders, under the open offer made, by Blackstone; and*
- *Details of the forthcoming Annual General Meeting of the Company;*

*The Chairman and the Chief Executive Officer responded to the queries raised by the members. The Chairman, inter-alia, informed that the outgoing promoters, HPE Group, was holding 60.47% of the capital and their entire shareholdings was acquired by Blackstone at a price of Rs. 430 per share. Further, the Blackstone Group, through Marble II Pte. Ltd, acquired 2178 shares from public through Open Offer at a price of Rs.457 per share. Mr. Ayyar confirmed to the members that the resolution being proposed at the meeting for approval of the members was as per the provisions of the law.*



*The Chairman informed that no change had occurred in the top management and that the nominee directors of HP had been replaced by nominee directors of Blackstone Group, due to change of control.*

After the queries of the shareholders were answered, the Chairman moved the resolution further:

Mr. T N Ramakrishna proposed the Ordinary Resolution.

Mr. S Saravanan seconded the resolution.

The Chairman ordered a Physical Ballot to be conducted at the end of the meeting.

There being no other matter, the Chairman concluded the business of the day and thanked all the members present for their kind attention, co-operation, valuable support and the time spent.

The Chairman thereafter requested the members present to deposit the Ballot Papers in the Ballot Boxes placed at the ballot stations. It was informed to the members that the combined results of the votes cast through remote e-voting and physical ballot taken at the meeting on the resolution would be uploaded on the Company's website and would be intimated to the Stock Exchanges as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within 2 days of the Meeting.

There being no other business, the Chairman declared the meeting as closed.

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***As per the voting results declared on 14 October 2016 based on the Scrutinizer Report dated 13 October 2016, received by the Company on 14 October, 2016, the Ordinary Resolution proposed at the Extra Ordinary General Meeting was passed with 100% majority.***

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***Note on Voting Process conducted for resolutions placed at the EGM:***

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 the Company had made arrangements for the members to cast their vote on the resolution placed at the Extraordinary General Meeting of the Company through e-voting and through Physical Ballot at the meeting.
2. The Company had published an advertisement on 13 September 2016 intimating the shareholders about e-voting and other matters.
3. The cuff off date for the purpose of e-voting and reckoning the eligible votes under the physical ballot was Thursday, 6 October, 2016.
4. The e-voting commenced on Saturday, 8 October 2016 at 9:00 am and ended on Wednesday, 12 October 2016 at 5:00 pm and the remote e-voting module was blocked by NSDL thereafter.
5. Mr. S P Nagarajan (PCS No.4738) was appointed as a scrutinizer to scrutinize the entire voting process in a fair and transparent manner.



6. The Company Secretary explained to the members the process of Physical Voting at the meeting.
7. The Voting Rights of the shareholders was in proportion to the shares of the members in the paid up equity share capital of the Company.
8. The Chairman announced the latest date for announcing the results of the voting to the shareholders and the mode of declaration thereof.
9. Mr. S P Nagarajan, Scrutinizer, after the conclusion of the EGM unblocked the votes cast through remote e-voting on NSDL e-voting module and collected the voted ballot papers after the physical voting at the EGM was completed by the members.
  
10. The Scrutinizer submitted his report on consolidated voting results on 14 October 2016 to the Company, the summary of which is given below and the results of voting was declared by Mr. Ganesh Ayyar, Chief Executive Officer, being authorized by the Board in this behalf, on 14 October 2016. The results of voting was intimated to the National Stock Exchange of India Limited, BSE Limited, National Securities Depositories Limited, hosted on the website of the Company at [www.mphasis.com](http://www.mphasis.com) besides being physically displayed on the Notice Board of the Registered and the Corporate office of the Company:

Resolution	Number of Votes ( Shares)			Passed as Ordinary / Special Resolution
	In favour	Against	Invalid	
Re-classification of the Outgoing Promoters as Non-Promoters with effective from 1 September, 2016	181,796,326	102	26,834	Ordinary Resolution
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>-</b>	

The Scrutinizer handed over the Scrutinizer's report and Ballot papers to the custody of the Company Secretary on 14 October 2016.

Date: 20 October 2016

Place : New Delhi

Sd/-  
CHAIRMAN

Certified True.

For Mphasis Limited  
  
 Authorized Signatory