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Mphasis Limited

Registered Office:  
Bagmane Technology Park  
Byrasandra, CV Raman Nagar  
Bangalore 560 093, India  
Ph.: +91 80 4004 4444  
Fax: +91 80 4004 9998

20 January 2011

The Listing Manager  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI – 400 001

Dear Sir/Madam,

**INTIMATION ABOUT DECLARATION OF POSTAL BALLOT RESULTS**

The members of the company have approved special resolutions as set out in the postal ballot Notice dated 30 November 2011 issued to the members pursuant to Section 192(A) of the Companies Act, 1956 in relation to :

- Resolution No.1 Formulation of Mphasis Employees Stock Option Plan - 2012 (ESOP 2012)
- Resolution No.2 Grant of stock options under the new plan "Employees Stock Option Plan - 2012" to eligible employees of the subsidiary companies

Please find enclosed a copy of the postal ballot results announced by the company which is being hosted on our website ([www.mphasis.com](http://www.mphasis.com)) and published in newspapers.

We request you to kindly take the above on record.

Thanking You,

Yours faithfully,  
For Mphasis Limited

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



Encl : postal ballot results  


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**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 Special Resolutions by means of postal ballot:

- Resolution No.1 Formulation of Mphasis Employees Stock Option Plan - 2012 (ESOP 2012)
- Resolution No.2 Grant of stock options under the new plan "Employees Stock Option Plan - 2012" to eligible employees of the subsidiary companies

The Board of Directors, vide its resolution dated 30 November 2011, 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 17<sup>th</sup> January 2012. Summary of the scrutinizer's report is as below :

Description	No. of Ballot Forms	No. of Shares
Total number of ballot forms received	734	159,017,560
Total postal ballot forms rejected*	25	19,882
Total valid postal ballot forms	709	158,997,678

\*Postal Ballots have been rejected where there is signature mismatch or where the ballot forms have not been signed

	Resolution 1			Resolution 2		
	No. of Ballots	No. of Votes/ Shares	% of Votes	No. of Ballots	No. of Votes*/ Shares	% of Votes
Assent	607	158,975,282	99.99	585	158,974,536	99.99
Dissent	84	19,496	0.01	99	19,942	0.01
Neutral (Blank)	18	2,900	0.00	25	3,200	0.00
<b>TOTAL</b>	<b>709</b>	<b>158,997,678</b>	<b>100.00</b>	<b>709</b>	<b>158,997,678</b>	<b>100.00</b>

On basis of the above results, it is announced that the Special Resolutions as set out in the notice dated 30 November 2011 have been duly passed by the shareholders as a Special Resolution with requisite majority. The break up of the voting pattern as per the requirements of the listing agreement is annexed.

Bangalore  
 20 January 2012

By Order of the Board  
 SVP, Company Secretary, General Counsel & Ethics Officer

By Order of the Board

*(Signature)*  
 A Sivaram Nair  
 SVP, Company Secretary, General Counsel & Ethics Officer

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Mphasis Limited

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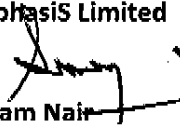
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**Annexure to the declaration of the Postal Ballot Results dated 20 January 2012**

**Breakup of Voting as per the requirement under Listing Agreement:**

Resolution #1							
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	100.00	127,106,266	-	100	-
Public Institution Holders	30,237,883	30,237,883	100.00	30,237,883	-	100	-
Public-Others	1,653,529	1,650,629	99.82	1,631,133	19,496	98.64	1.18
<b>Total</b>	<b>158,997,678</b>	<b>158,994,778</b>		<b>158,975,282</b>	<b>19,496</b>		
Resolution #2							
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	30,237,883	30,237,883	100	30,237,883	-	100	-
Public-Others	1,653,529	1,650,329	99.81	1,630,387	19,942	99.01	0.80
<b>Total</b>	<b>158,997,678</b>	<b>158,994,478</b>		<b>158,974,536</b>	<b>19,942</b>		

For Mphasis Limited

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



20 January 2012