



26 July 2019

The Listing-Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI 400 001

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

Dear Sir,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform that the members of the Company have approved all the resolutions as stated in the Notice of the Twenty Eighth Annual General Meeting (AGM) dated 27 May 2019, with requisite majority at the AGM of the Company held on 25 July 2019 at 10:30 am at Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001 Karnataka, India.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting by physical ballot at the aforementioned AGM of the Company.

The Scrutinizer has submitted his reports, after scrutiny of the remote e-voting and physical ballot voting, conducted through tablets, on 25 July 2019.

On the basis of the above reports, it is hereby declared that the resolutions as stated in the Notice of the AGM dated 27 May 2019, have been duly passed with requisite majority. Please find enclosed the declaration of the results of e-voting (including physical ballot) made by the Company including the voting results in the prescribed format under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also enclosed is the Scrutinizer's Report dated 25 July 2019 issued by Mr. S P Nagarajan, Practicing Company Secretary.

We request you to kindly take the above on record as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,
For Mphasis Limited

DocuSigned by:

Subramanian Narayan

Subramanian Narayan

Vice President and Company Secretary

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Encl.: As above

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Mphasis Limited

Registered Office:

Bagmane World Technology Centre,

Marathahalli Outer Ring Road, Doddanakundi Village,

Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLC025294



DECLARATION OF VOTING RESULTS OF TWENTY EIGHTH ANNUAL GENERAL MEETING HELD ON 25 JULY 2019
(Consolidated Results of e-voting and Physical Ballot).

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company provided e-voting facility (Remote e-voting) and physical Ballot facility to its members to vote on all the resolutions which were proposed at the Twenty Eighth Annual General Meeting (AGM) held on 25 July 2019 at 10:30 am at Taj MG Road, 41/3, Mahatma Gandhi Road, Bengaluru- 560 001, India.

The Company had appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting by physical ballot conducted through tablets at the aforementioned 28th AGM of the Company.

The Scrutinizer has submitted his reports, after scrutiny of the remote e-voting and physical ballot voting, on 25 July 2019.

On the basis of the above reports, it is hereby declared that all the resolutions, as stated in the Notice of the AGM dated 27 May 2019, have been duly passed by the members with requisite majority as per the following details. The Scrutinizer’s Report and the voting pattern as required to be disclosed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.

Resolutions	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Adoption of consolidated and standalone financial statements for the year ended 31 March 2019, and the reports of the Board and Auditors’ thereon.	160,332,984	3	-	Ordinary Resolution
Percentage	100	-	-	
Declaration of final dividend on equity shares	160,918,170	3	-	Ordinary Resolution
Percentage	100	-	-	
Re-appointment of Mr. Amit Dixit as a Director	156,855,024	4,063,149	-	Ordinary Resolution
Percentage	97.48	2.52	-	
Re-appointment of Mr. Paul James Upchurch as a Director	159,345,398	1,572,775	-	Ordinary Resolution
Percentage	99.02	0.98	-	
Appointment of Mr. Marshal Jan lux as a Director	158,165,278	2,752,695	-	Ordinary Resolution
Percentage	98.29	1.71	-	

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Resolutions	Number of Votes (Shares)			Passed as Ordinary / Special Resolution
	In Favour	Against	Invalid	
Re-appointment of Mr. Davinder Singh Brar as an Independent Director	156,857,607	2,116,710	-	Special Resolution
Percentage	98.67	1.33	-	

For and on behalf of the Board



Bengaluru
26 July 2019

DocuSigned by:

Subramanian Narayan

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Subramanian Narayan
Vice President & Company Secretary

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Voting Results of the 28th Annual General Meeting held on 25 July 2019
 [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Description	Particulars
Date of AGM	25 July 2019
Total No. of Shareholders as on Record date*	58,411
No. of Shareholders present in meeting either in person or through Proxy:	
• Promoters and Promoter Group:	1
• Public:	391
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group:	
• Public:	
Whether Promoter/Promoter Group are interested in the agenda / resolution	No

* as at the cut-off date 18 July 2019

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Agenda	1. Adoption of consolidated and standalone Financial Statements for the year ended 31 March 2019, and the reports of the Board and Auditors' thereon.							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	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 and promoter group	e-voting	97317781	97317781	100	97317781	-	100	-
	Poll							
	Postal Ballot							<i>Not Applicable</i>
	Total	97317781	97317781	100	97317781	-	100	-
Public Institutions	e-voting	70211447	57465351	81.85	57465351	-	100	-
	Poll							
	Postal Ballot							<i>Not Applicable</i>
	Total	70211447	57465351	81.85	57465351	-	100	-
Public Institutions Non	e-voting	18791247	5519621	29.37	5519618	3		
	Poll		30234	0.17	30234			
	Postal -Ballot							<i>Not Applicable</i>
	Total	18791247	5549855	29.53	5549852	3	99.99	0.01
Total		186320475	160332987	86.05	160332984	3	100	0.00



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Agenda		2. Declaration of final dividend on equity shares.						
Resolution required (Ordinary/Special)		Ordinary Resolution						
Category	Mode of voting	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 and promoter group	e-voting	97317781	97317781	100	97317781	-	100	-
	Poll							
	Postal Ballot	<i>Not Applicable</i>						
	Total	97317781	97317781	100	97317781	-	100	-
Public Institutions	e-voting	70211447	58050537	82.68	58050537	-	100	-
	Poll		-					
	Postal Ballot	<i>Not Applicable</i>						
	Total	70211447	58050537	82.6796	58050537	0	100	-
Public Institutions Non	e-voting	18791247	5519621	29.37	5519618	3	99.99	0.01
	Poll		30234	0.16	30234		100	0.00
	Postal Ballot	<i>Not Applicable</i>						
	Total	18791247	5549855	29.53	5549852	3	99.999	0.001
Total		186320475	160918173	86.37	160918170	3	100	0.00



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Agenda	3. Re-appointment of Mr. Amit Dixit as a director							
Resolution required (Ordinary /Special)	Ordinary Resolution							
Category	Mode of voting	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 and promoter group	e-voting	97317781	97317781	100	97317781	-	100	-
	Poll							
	Postal Ballot							<i>Not Applicable</i>
	Total	97317781	97317781	100	97317781	-	100	-
Public Institutions	e-voting	70211447	58050537	82.68	53987643	4062894	93.00	6.99
	Poll							
	Postal Ballot							<i>Not Applicable</i>
	Total	70211447	58050537	82.68	53987643	4062894	93.00	6.99
Public Non Institutions	e-voting	18791247	5519621	29.37	5519366	255	99.99	0.00
	Poll		30234	0.16	30234	0	100	0.00
	Postal Ballot							<i>Not Applicable</i>
	Total	18791247	5549855	29.53	5549600	255	99.999	0.001
Total		186320475	160918173	86.37	156855024	4063149	97.48	2.52



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Agenda		4. Re-appointment of Mr. Paul James Upchurch as a Director						
Resolution required (Ordinary/Special)		Ordinary Resolution						
Category	Mode of voting	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 and promoter group	e-voting	97317781	97317781	100	97317781	-	100	-
	Poll							
	Postal Ballot	Not Applicable						
	Total	97317781	97317781	100	97317781	-	100	-
Public Institutions	e-voting	70211447	58050537	82.68	56478016	1572521	97.29	2.71
	Poll							
	Postal Ballot	Not Applicable						
	Total	70211447	58050537	82.68	56478016	1572521	97.29	2.71
Public Institutions Non	e-voting	18791247	5519621	29.37	5519367	254	99.99	0.01
	Poll		30234	0.16	30234	0	100	0.00
	Postal Ballot	Not Applicable						
	Total	18791247	5549855	29.53	5549601	254	99.999	0.001
Total		186320475	160918173	86.36	159345398	1572775	99.02	0.98

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Agenda		5. Appointment of Mr. Marshall Jan Lux as a Director						
Resolution required (Ordinary / Special)		Ordinary Resolution						
Category	Mode of voting	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 and promoter group	e-voting	97317781	97317781	100	97317781	-	100	-
	Poll							
	Postal Ballot							<i>Not Applicable</i>
	Total	97317781	97317781	100	97317781	-	100	-
Public Institutions	e-voting	70211447	58050537	82.68	55298099	2752438	95.26	4.74
	Poll							
	Postal Ballot							<i>Not Applicable</i>
	Total	70211447	58050537	82.68	55298099	2752438	95.26	4.74
Public Non Institutions	e-voting	18791247	5519421	29.3723	5519227	194	100	0.00
	Poll		30234	0.17	30171	63	99.79	0.21
	Postal Ballot	-						<i>Not Applicable</i>
	Total	18791247	5549655	29.53	5549398	257	99.999	0.001
Total		186320475	160917973	86.37	158165278	2752695	98.29	1.71



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Agenda		6. Re-appointment of Mr. Davinder Singh Brar as an Independent Director						
Resolution required (Ordinary/Special)		Special Resolution						
Category	Mode of voting	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 and promoter group	e-voting	97317781	97317781	100	97317781	-	100	-
	Poll							
	Postal Ballot							Not Applicable
	Total	97317781	97317781	100	97317781	-	100	-
Public Institutions	e-voting	70211447	56106681	79.91	54009488	2097193	96.26	3.74
	Poll		-	-	-	-	-	-
	Postal Ballot							Not Applicable
	Total	70211447	56106681	79.91	54009488	2097193	96.26	3.74
Public Institutions Non	e-voting		5519621	29.37	5500107	19514	99.64	0.36
	Poll	18791247	30234	0.16	30231	3	99.99	0.01
	Postal Ballot							Not Applicable
	Total	18791247	5549855	29.53	5530338	19517	99.65	0.35
Total		186320475	158974317	85.32	156857607	2116710	98.67	1.33



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S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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Bangalore - 560 042
Telefax: 080- 41136320, 41141544
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Consolidated Scrutinizer's Report

(Pursuant to the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 28th Annual General Meeting (AGM) of the Equity Shareholders of Mphasis Limited held on the Thursday, 25th July 2019 at 10:30 A.M. at The Taj M G Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560001, Karnataka, India.

Dear Sir,

I, S P Nagarajan, Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of Mphasis Limited (the Company) for the purpose of scrutinizing:

- i) the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;
- ii) voting by tablet based electronic system at the venue of the Annual General Meeting (AGM);

in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, and tablet voting (voting at the venue of 28th AGM) as per the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 6 of the Notice of the 28th AGM of the members of the Company dated 27th May 2019.



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The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) with regard to voting through electronic means (by remote e-voting) and tablet voting at the venue of the AGM on the resolutions proposed in the Notice of the 28th AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained/invalid" votes, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e- voting system provided by NSDL and voting conducted through tablet based electronic system at the venue of the AGM and the authorizations / proxies lodged with the Company.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 27th May 2019 convening the 28th Annual General Meeting (AGM) along with the Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions proposed at 28th AGM of the Equity Shareholders of the Company held on Thursday, 25th July 2019.

CUT-OFF DATE:

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Thursday, 18th July 2019, were entitled to vote on the resolutions as set out in the Notice of the 28th AGM of the Company.

REMOTE E-VOTING:

The Company has availed services of National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.

The remote e-voting period was open for 5 days which commenced on Saturday, 20th July 2019 at 9:00 A.M. and concluded on Wednesday, 24th July 2019 at 5:00 P.M. on <https://www.evoting.nsdl.com/>.

VOTING THROUGH TABLET BASED ELECTRONIC SYSTEM AT THE 28TH AGM:

As prescribed under Rule 20(4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015 after the close of period for remote e-voting the details of members who had cast votes through remote e-voting such as their names, folio numbers, number of shares held were downloaded from the e-voting website of NSDL, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 28th AGM.



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- At the said AGM of the members of the Company, the Chairman of the Meeting had called the shareholders for a tablet voting (tablet based electronic voting system at the venue of 28th AGM) to facilitate the members present at the meeting who could not cast their votes through e-voting to record their votes through the tablet based electronic voting.

COUNTING PROCESS:

REMOTE e-VOTING

The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Thursday, 25th July 2019 in the presence of two witnesses Ms.Pallavi B Kaveri & Ms. Priyanka Sethia, Members of the Institute of Company Secretaries of India who are not in the employment of the Company. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:

Ms. Pallavi B Kaveri

Ms. Priyanka Sethia

I have issued separate Scrutinizer's Report dated 25th July 2019 on the results of remote e- voting and tablet based electronic voting at the venue of the 28th AGM on the resolutions contained in the Notice to the 28th AGM of the members of the Company.

I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and Tablet based voting at the venue of the AGM as under:-

Item 1: Ordinary Resolution

- To receive, consider and adopt the consolidated and standalone financial Statements of the Company comprising of audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board and Auditors' thereon.

Total Number of members voted	Total Number of votes cast
497	16,03,32,987

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,03,02,750	99.98	3	0	0



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Tablet Voting at AGM venue (in person or by proxy)	30,234	0.02	0	0	0
Total	16,03,32,984	100	3	0	0

The Resolution as mentioned in Item 1 of the Notice of the 28th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 2: Ordinary Resolution

2. To declare a final dividend on equity shares.

Total Number of members voted	Total Number of votes cast
499	16,09,18,173

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	16,08,87,936	99.98	3	0	0
Tablet Voting at AGM venue (in person or by proxy)	30,234	0.02	0	0	0
Total	16,09,18,170	100	3	0	0

The Resolution as mentioned in Item 2 of the Notice of the 28th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 3: Ordinary Resolution

3. To appoint a director in place of Mr. Amit Dixit, who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
499	16,09,18,173

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,68,24,790	97.46	40,63,149	2.52	0



Tablet Voting at AGM venue (in person or by proxy)	30,234	0.02	0	0	0
Total	15,68,55,024	97.48	40,63,149	2.52	0

The Resolution as mentioned in Item 3 of the Notice of the 28th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 4: Ordinary Resolution

4. To appoint a director in place of Mr. Paul James Upchurch, who retires by rotation and being eligible, offers himself for re-appointment.

Total Number of members voted	Total Number of votes cast
499	16,09,18,173

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,93,15,164	99.00	15,72,775	0.98	0
Tablet Voting at AGM venue (in person or by proxy)	30,234	0.02	0	0	0
Total	15,93,45,398	99.02	15,72,775	0.98	0

The Resolution as mentioned in Item 4 of the Notice of the 28th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 5: Ordinary Resolution

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Sections 152,160 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Marshall Jan Lux (DIN: 08178748), in respect of whom the Company has receive a notice in writing from a member proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation.



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Total Number of members voted	Total Number of votes cast
498	16,09,17,973

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,81,35,107	98.27	27,52,632	1.71	0
Tablet Voting at AGM venue (in person or by proxy)	30,171	0.02	63	0	
Total	15,81,65,278	98.29	27,52,695	1.71	0

The Resolution as mentioned in Item 5 of the Notice of the 28th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 6: Special Resolution

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Mr. Davinder Singh Brar (DIN: 00068502), Independent Director, whose period of office expires on 30 September 2019, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of five consecutive years under the Companies Act, 2013 and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective 1 October 2019.

Total Number of members voted	Total Number of votes cast
491	15,89,74,317



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	15,68,27,376	98.65	21,16,707	1.33	0
Tablet Voting at AGM venue (in person or by proxy)	30,231	0.02	3	0	0
Total	15,68,57,607	98.67	21,16,710	1.33	0

The Resolution as mentioned in Item 6 of the Notice of the 28th AGM stands passed with requisite majority as a Special Resolution.

I hereby confirm that the relevant records in respect of the votes cast through e-voting and Tablet based voting at the venue of 28th AGM by the members of the Company shall remain in my safe custody until the Chairman or a director authorized in this regard considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you,
Yours faithfully



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 25th July 2019