

13 March, 2017

The Listing Manager
BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 0 01

Dear Sir/Madam,

Sub: Intimation of outcome of Results of Postal Ballot (including e-voting) for Buyback of Equity Shares of the Company

Further to our letter dated 8 February 2017 in relation to the intimation of dispatch of notice of postal ballot dated 31 January 2017 to the shareholders of the Company seeking their approval by means of a special resolution for the buyback by the Company of its fully paid-up equity shares, of face value of Rs. 10/- each, not exceeding 17,370,078 at a price not exceeding Rs. 635/- per equity share from the shareholders of the Company, as on the record date, on a proportionate basis through the tender offer method in accordance with the provisions under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, we wish to inform you that Post-closing of the voting period on 11 March, 2017, the Scrutinizer has submitted its report regarding the results of the postal ballot (including e-voting) on 11 March 2017 .

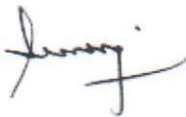
Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), we wish to inform you that, based on the report submitted by the Scrutinizer, the special resolution in the aforesaid postal ballot notice has been passed with requisite majority by the shareholders of the Company.

We enclose the declaration of results of the Postal Ballot (including e-voting) along with the voting results in the format prescribed under the Listing Regulations. In addition, we enclose the Scrutinizer's Report dated 11 March 2017 issued by Mr. S P Nagarajan, practicing company secretary.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,
For Mphasis Limited



A Sivaram Nair
EVP, Company Secretary
General Council & Ethics Officer

Encl: As above 

Mphasis Limited

Registered Office: Bagmane World Technology Centre Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India.
T: +91 080 3352 5000 | F: +91 080 6695 9943 | CIN: L30007KA1992PLC025294



DECLARATION OF POSTAL BALLOT RESULTS

A notice dated 31 January, 2017 ("Notice") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 was sent to the shareholders of the Company seeking their approval for the following item by means of a Special Resolution through postal ballot (including e-voting):

Item description : Approval of Buy-back up to 17,370,078 equity Shares of the Company representing 8.26% of the fully paid up equity shares from all the equity shareholders on a proportionate basis through "Tender Offer" method under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a price not exceeding Rs.635 per equity share aggregating to Rs. 11,030 million.

The Board of Directors, vide its resolution dated 31 January 2017, appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process (including e-voting). The Scrutinizer has submitted the report after completion of the scrutiny of the postal ballot forms received and e-voting cast by the Shareholders up to 5.00 P.M on Saturday, the 11 March 2017. Summary of the scrutinizer's report is as below:

Description	No. of Ballot Forms	No. of Shares
Total number of ballot forms received*	716	183,734,785
Less : Total postal ballot forms rejected**	7	569
Total valid postal ballot forms	709	183,734,216

*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.

	No. of Voters	Special Resolution	
		No. of Votes***	% of Votes
Assent	668	183,713,987	99.99
Dissent	41	20,229	0.01
TOTAL	709	183,734,216	100.00

*** one vote corresponds to one share

On basis of the above results, it is announced that the Special Resolution as set out in the Notice dated 31 January 2017 has been duly passed by the shareholders as a Special Resolution with requisite majority. The breakup of the voting pattern as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) is annexed.



For Mphasis Limited
On behalf of the Board

DocuSigned by:

Nitin Rakesh

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Nitin Rakesh

CEO and Whole time director

USA

13 March 2017

Mphasis Limited

Registered Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore – 560 048, India.
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Annexure to the declaration of the Postal Ballot Results dated 13 March 2017

Description	Particulars
Date of AGM/EGM-Postal Ballot	31 January 2017
Total No. of Shareholders as on record date i.e., 03 February 2017	28,251
No. of Shareholders present in meeting either in person or through Proxy: <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public: 	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> • Promoters and Promoter Group: • Public 	Not Applicable

Agenda:	Approval of Buyback up to 17,370,078 equity Shares of the Company representing 8.26% of the fully paid up equity shares from the equity shareholders, as on the record date (to be determined by the Buy-back Committee) on a proportionate basis through "Tender Offer" method in accordance with the provisions under Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended, at a price not exceeding Rs. 635/- per equity share aggregating to Rs. 11,030 million.
Resolution required (Ordinary / Special)	Special
Whether Promoter/Promoter Group are interested in the agenda / resolution	Yes

DocuSigned by:

Subramanian Narayan

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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 (Refer Note 1)	e-voting	127,108,444	127,108,444	100.00	127,108,444	0	100.00	0
	Poll		Not Applicable					
	Postal Ballot		-	-	-	-	-	-
	Total	127,108,444	127,108,444	100.00	127,108,444	0	100.00	0
Public Institutions	e-voting	64,386,659	51,134,792	79.42	51,134,792	0	100.00	0
	Poll		Not Applicable					
	Postal Ballot		275,000	0.43	275,000	0	100.00	0
	Total	64,386,659	51,409,792	79.85	51,409,792	0	100.00	0
Public Non Institutions	e-voting	18,900,922	5,170,114	27.35	5,167,834	2,280	99.96	0.04
	Poll		Not Applicable					
	Postal -Ballot		45,866	0.24	27,917	17,949	60.87	39.13
	Total	18,900,922	5,215,980	27.60	5,195,751	20,229	99.61	0.39
Total		210,396,025	183,734,216	87.33	183,713,987	20,229	99.99	0.01



DocuSigned by:

Subramanian Marayan

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

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S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
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Consolidated Scrutinizer's Report

(Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable.)

The Chairman

Mphasis Limited

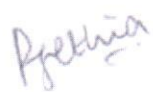
Bagmane World Technology Center,
Marathalli Outer Ring Road,
Doddanakhundi Village,
Mahadevapura,
Bangalore - 560 048


Dear Sir,

1. I, S P Nagarajan, Company Secretary in whole-time practice, have been appointed as the Scrutinizer by the Board of Directors of **MPHASIS LIMITED** (the Company) at the Board Meeting held on 31st January 2017 pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the remote e-voting and physical Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and physical Postal Ballot as per the provision of Companies Act, 2013 on the resolution contained in the Notice of the Postal Ballot of MPHASIS LIMITED dated 31st January 2017.
2. The remote e-voting period commenced on Wednesday, 8th February 2017 (9:00 a.m.) and ended on Saturday, 11th March 2017 (5:00 p.m.)
3. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 3rd February 2017 were entitled to vote on the resolution contained in the Notice of the Postal Ballot of MPHASIS LIMITED dated, 31st January 2017.
4. The e-voting facility was provided by National Securities Depository Limited (NSDL).



5. The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Saturday, 11th March 2017 after 5:00 p.m. in the presence of two witnesses -Ms. Priyanka Sethia & Ms. Pallavi B Kaveri, Members of 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:

Signature: 
Name: Priyanka Sethia

Signature: 
Name: Pallavi B Kaveri

6. The physical postal ballot papers received from the shareholders by self-addressed Business Reply Envelopes not later than close of working hours (i.e. 5:00 p.m.) on Saturday, 11th March 2017 were considered.

7. I have issued separate Scrutinizer's Reports dated 11th March 2017 respectively on the results of remote e- voting and voting by physical postal ballot on the resolution contained in the Notice of the Postal Ballot of **MPHASIC LIMITED** dated 31st January 2017.

8. I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and physical postal ballot on the resolution contained in the Notice of the Postal Ballot of **MPHASIC LIMITED** dated 31st January 2017 as under:-

Special Resolution	Votes in favour of the resolution		Votes against the resolution		Total Votes	
	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Approval of Buy-back up to a maximum of 1,73,70,078 equity Shares of the Company from all the equity shareholders on a proportionate basis through "Tender Offer" method under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a price not exceeding Rs. 635 per equity share aggregating Rs. 11,030 million.	183,713,987	99.99	20,229	0.01	183,734,216	100



There were 7 invalid Postal Ballot Forms totaling 569-Votes.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolution is 3 times more than the number of votes cast against, I report that the Special Resolution stated under the Notice of the Postal Ballot of MPHASIS LIMITED dated 31st January 2017 as PASSED with requisite majority.

I further report that the Company Secretary of the Company, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred herein on the Company's website and also communicate to the Stock Exchanges on which the Company's Equity Shares are listed besides being put on the notice board of the Registered office and at the Corporate Office as stated in the Notice of Postal Ballot.

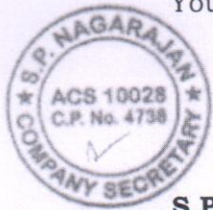
I further report that the Company has complied with the requisite provisions of the Companies Act, 2013 and rules made thereunder with regard to the remote e-voting and voting by physical postal ballot.

The relevant records and papers relating to remote e-voting and voting by physical postal ballot were sealed and handed over to the Company Secretary of the Company for the safe keeping.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the voting by Postal Ballot.

Thanking You

Yours faithfully,



S.P. NAGARAJAN
MPHASIS LIMITED'S SCRUTINIZER FOR REMOTE E- VOTING AND
PHYSICAL POSTAL BALLOT

MEMBERSHIP NO. ACS 10028
CP.NO.4738

Place: Bangalore
Date: 11th March 2017