

their entitlement in the offer by shareholders and/ or therefor and above their entitlement in other category.

Buy-back would be required to place an order/ bid on behalf of the Eligible Sellers who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Seller would be required to transfer the tendered Equity Shares to the special account of clearing corporation (referred to as the "Clearing Corporation"), by using the early pay-in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Seller Member.

Equity Shareholders holding Equity Shares in the Physical form:

- (f) Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back. If Equity Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Eligible Sellers will be transferred to the Seller Member for onward transfer to the Eligible Seller.
- (g) Eligible Sellers who intend to participate in the Buy-back should consult their respective Seller Member for any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the Eligible Sellers, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Sellers.

12.13. The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

13. COMPLIANCE OFFICER

The Board at their meeting held on 7 August 2018 appointed Mr. Subramanian Narayan, Vice President and Company Secretary, as the compliance officer for the purpose of the Buy-back ("Compliance Officer"). Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Mr. Subramanian Narayan
Vice President and Company Secretary,
Mphasis Limited, Bagmane World Technology Center,
Marathahalli Outer Ring Road, Doddanahundi Village,
Mahadevapura, Bengaluru - 560 048, India.
Tel.: +91 80 6750 4613; 080 6750 4418
Fax: +91 80 6695 9943
Email: Subramanian.narayan@mphasis.com
Website: www.mphasis.com

14. REGISTRAR TO THE BUY-BACK/ INVESTOR SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar to the Buy-back, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:



Integrated Registry Management Services Private Limited

30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, - Bangalore - 560 003.
Contact Person: Mr. S. Vijayagopal/ Mr. S. Giridhar
Tel.: +91 23460815-818
Fax: +91 23460819
Email: giri@integratedindia.in
Website: www.integratedindia.in
SEBI Registration Number: INR000000544
Corporate Identification Number:
U74900TN2015PTC101466

15. MANAGER TO THE BUY-BACK



JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025, India
Contact Person: Ms. Prachee Dhuri
Tel.: +91 22 6630 3030
Fax: +91 22 6630 3330
Email: mphasis.buyback@jmfl.com
Website: www.jmfl.com
SEBI Registration Number: INM000010361
Validity Period: Permanent
Corporate Identification Number:
L67120MH1986PLC038784

16. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board accepts responsibility for the information contained in this Public Announcement or any other information, advertisement, circular, brochure, publicity material which may be issued in regard to the Buy-back and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Mphasis Limited		
Sd/-	Sd/-	Sd/-
Nitin Rakesh CEO and Executive Director DIN:00042261 California, USA	Amit Dalmia Director DIN: 05313886 Mumbai, India	Mr. Subramanian Narayan, Vice President and Company Secretary Bengaluru, India

Date: October 1, 2018

11.6. In order to ensure that the same Eligible Seller with multiple demat accounts/folios do not receive higher entitlement under Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Physical Shares where sequence of PAN is identical and where the PANs of all joint shareholders are not available, the registrar will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and the name of the joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN shall not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of 'clearing members' or 'corporate body margin account' or 'corporate body-broker' as per the beneficial position data as on the Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

11.7. The participation of the Eligible Sellers in the Buy-back is voluntary. Eligible Sellers may tender a part of their entitlement. Eligible Sellers also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Sellers, if any. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back.

11.8. The maximum tender under the Buy-back by any Eligible Seller cannot exceed the number of Equity Shares held by the Eligible Seller as on the Record Date.

11.9. The Equity Shares tendered as per the entitlement by the Eligible Seller as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buy-back Regulations. Eligible Sellers will receive a Letter of Offer along with a Tender/ Offer Form indicating the entitlement of the equity shareholder for participating in the Buy-back.

11.10. Detailed instructions for participation in the Buy-back (tender of Equity Shares in the Buy-back) as well as the relevant time table will also be included in the Letter of Offer to be sent in due course to the Eligible Sellers.

12. PROCESS AND METHODOLOGY FOR BUY-BACK

12.1. The Buy-back is open to all Eligible Sellers/ beneficial owners of the Company, holding Equity Shares either in physical and/ or dematerialized form on the Record Date. Any person who does not hold equity shares of our Company on the Record Date will not be eligible to participate in the Buy-back and shares tendered by such person(s) shall be rejected.

12.2. The Buy-back shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide SEBI Circulars and following the procedure prescribed in the Companies Act and the Buy-back Regulations, and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buy-back) and on such terms and conditions as may be permitted by law from time to time.

12.3. For implementation of the Buy-back, the Company has appointed Karvy Stock Broking Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buy-back and through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as follows:

Karvy Stock Broking Limited

Karvy Millennium,
Plot No.31, Financial District
Gachibowli, Hyderabad 500 032.
Contact Person: Srikrishna Gurazada
Tel.: +91 040 33216775
Fax: +91 040-23311968
Email: service@karvy.com
Website: www.karvyonline.com
SEBI Registration Number: INZ000172733
NSE/BSE/MSEI - INZ000172733
Corporate Identification Number:
U67120TG1995PLC019877

12.4. The Company shall request the Stock Exchanges to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Sellers who wish to tender Equity Shares in the Buy-back. The details of the platform will be specified by the Stock Exchanges from time to time.

12.5. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Sellers through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for demat shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Sellers.

12.6. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Seller and/ or the Seller member through which the Eligible Seller places the bids.

12.7. Further, the Company will not accept shares tendered for buyback which under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise.

12.8. Procedure to be followed by Eligible Sellers holding Equity Shares in the dematerialized form:

- (a) Eligible Sellers who desire to tender their Equity Shares in the electronic/ dematerialized form under

- (b) The Seller Member would be required to place an order/ bid on behalf of the Eligible Sellers who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Seller would be required to transfer the tendered Equity Shares to the special account of clearing corporation (referred to as the "Clearing Corporation"), by using the early pay-in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Seller Member.
- (c) The details of the special account shall be informed in the issue opening circular that will be issued by the Stock Exchanges and/ or the Clearing Corporation.
- (d) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (e) Upon placing the order, the Seller Member shall provide transaction registration slip ("TRS") generated by the Stock Exchanges' bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc.
- (f) The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading sessions and will be updated at specific intervals during the tendering period.

12.9. Procedure to be followed by Eligible Sellers holding Equity Shares in the Physical form:

- (a) Eligible Sellers who are holding physical Equity Shares and intend to participate in the Buy-back will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) completed tender form and original share certificate(s), (ii) valid Form SH 4 (transfer form) duly filled and signed by the Eligible Seller (in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Seller's PAN Card, and (iv) any other relevant documents such as (but not limited to) power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Seller has undergone a change from the address registered in the register of members of the Company, the Eligible Seller would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- (b) Based on these documents, the Seller Member shall place the bid on behalf of the Eligible Seller holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Seller. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- (c) The Seller Member/ Eligible Seller has to deliver the original share certificate(s) and documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the registrar to the Buy-back i.e. Integrated Registry Management Services Private Limited ("Registrar") (at the address mentioned below within 2 (Two) days of bidding by Seller Member). The envelope should be superscribed as "Mphasis Buy-back 2018". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/ Eligible Seller.
- (d) Eligible Seller holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buy-back shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.

12.10. Modification/ cancellation of orders will be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Seller shall be clubbed and considered as "one" bid for the purpose of acceptance.

12.11. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges (BSE's website: www.bseindia.com; NSE's website: www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

12.12. Method of Settlement
Upon finalization of the basis of acceptance as per Buy-back Regulations:

- (a) The Company will pay the consideration to the Company's Broker which will transfer the funds pertaining to the Buy-back to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buy-back, Clearing Corporation will make direct funds payout to respective Eligible Sellers. If Eligible Sellers' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Seller Members settlement bank account for onward transfer to their respective shareholders.
- (b) The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buy-back ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- (c) The Eligible Sellers will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buy-back.
- (d) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Sellers would be returned to them by the Clearing Corporation.
- (e) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Eligible Sellers directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by