

7 August 2018

The Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
**Mumbai – 400 001**

Dear Sir/ Madam,

**Sub: Outcome of the Board Meeting held on 7 August 2018 – regarding Buy-back**

Further to our letter dated 2 August 2018 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors (“**Board**”) of the Company, at its meeting held today at Bengaluru which concluded at 5.45 PM IST, *inter-alia*, approved a proposal for Buy-back of equity shares (“**Buy-back**”) from all the existing shareholders of the Company on a proportionate basis through the “Tender Offer” method in accordance with the provisions of Securities and Exchange Board of India (Buy-Back of Securities) Regulations (the “**Buy-back Regulations**”) and the Companies Act, 2013 and rules made thereunder at a maximum price of Rs.1,350/- (Rupees One Thousand Three Hundred and Fifty only) per equity share, aggregating to an amount not exceeding Rs.9,882.75 Million (Rupees Nine Thousand Eight Hundred and Eighty Two Million and Seven Fifty Thousands ) excluding any expenses incurred or to be incurred in relation to the Buy-back viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses. The resultant shares to be bought back with the maximum price is 7,320,555 equity shares (Seven Million Three Hundred Twenty Thousand and Five Hundred and Fifty Five) of Rs.10 each (representing 3.79% of the total paid up equity share capital of the Company). The Buyback Offer size of Rs.9,882.75 Million (Rupees Nine Thousand Eight Hundred and Eighty Two Million and Seven Fifty Thousands) is 25% of the total paid-up equity capital and free reserves of the Company as per the audited financials as at 30 June 2018.

The Board also recorded the intentions of the Promoter to participate in the proposed Buy-back. The Buy-back will be subject to the approval of the shareholders of the Company by way of a special resolution through postal ballot and all other applicable statutory approvals.

The Board has constituted a Buy-back Committee and delegated its powers to the Buy-back Committee to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in connection with the proposed Buyback. The Board has appointed Mr. Subramanian Narayan as the Compliance Officer for the purposes of Buy-back. The public announcement setting out the process, timelines and other requisite details will be released in due course in accordance with Buy-back Regulations. The pre Buy-back shareholding pattern is enclosed as “**Annexure A**”.

We request you to kindly take the above on record as required under the Listing Regulations.

Thanking You,  
Yours faithfully,

**For Mphasis Limited**



**Subramanian Narayan**  
**Vice President and Company Secretary**

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**Mphasis Limited**  
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CIN: L30007KA1992PLC025294

**Annexure A**  
**Pre Buy-back Shareholding Pattern of the Company**

Category of Shareholders	No. of fully paid up equity shares held <sup>refer note</sup>	Shareholding as a % of total no. of shares
(A) Promoter & Promoter Group	101,230,853	52.36
(B) Public	92,100,971	47.64
<b>TOTAL</b>	<b>193,331,824</b>	<b>100</b>

*Note: the shareholding is considered as per the last weekly beneficiary position data furnished by the depositories as at 3 August 2018*