



16 October 2018

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

The Manager, Listing
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. c/1,
G-Block, Bandra-Kurla Complex,
MUMBAI – 400 051

Dear Sirs,

Sub: Minutes of the Announcement of result of the Postal Ballot

Please find enclosed the certified true copy of minutes of the announcement of results of the Postal Ballot (including e-voting) declared on 28 September 2018 in respect of Special Resolution, passed by the members of the Company for approval of Buy-back up to 7,320,555 equity shares of the Company representing 3.79% 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Offer" method under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 [which was repealed and replaced by the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018] at a price not exceeding Rs.1,350 per equity share, aggregating to Rs.9,882.75 Million.

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

Thanking you,

Yours faithfully,

For Mphasis Limited

DocuSigned by:

864FB8DBFAE44A7...
Subramanian Narayan
Vice President and Company Secretary



DS




CERTIFIED TRUE COPY OF THE MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT OF MPHASIS LIMITED DECLARED ON FRIDAY, 28 SEPTEMBER 2018, AT THE REGISTERED OFFICE OF THE COMPANY, BAGMANE WORLD TECHNOLOGY CENTER, MARATHAHALLI OUTER RING ROAD, DODDANAKHUNDI VILLAGE, MAHADEVAPURA, BANGALORE – 560 048, INDIA.

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the following item was recommended by the Board of Directors, for approval of shareholders, in its meeting held on 7 August 2018, to be passed by means of a Postal Ballot (including e-voting):

| Subject of Resolution | Type of Resolution |
|--|--------------------|
| Approval, for Buy-back of equity shares of the Company on a proportionate basis through "Tender Offer" route under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, by means of special resolution, for an amount not exceeding Rs. 9,882.75 million (Rupees nine thousand eight hundred and eighty two million and seven fifty thousands). | Special Resolution |

The Board of Directors, at the aforesaid meeting, had appointed Mr. S P Nagarajan, Practicing Company Secretary, as the scrutinizer to receive and scrutinize the completed ballot forms received from the shareholders and for conducting the postal ballot process (including e-voting) in a fair and transparent manner. The Board at the above-mentioned meeting, had also appointed National Securities Depositories Limited (NSDL) as the e-voting service provider for providing electronic voting facility to the members.

Further to the above, the Company through its Registrars and Share Transfer Agents, Integrated Registry Management Services Private Limited, completed dispatch of 31,860 (thirty one thousand eight hundred and fifty six) postal ballot forms, on Tuesday, 28 August 2018, of which 5,737 (five thousand seven hundred and thirty seven) were dispatched through post along with postage prepaid business reply envelope and 26,123 (twenty six thousand and one hundred and twenty three) postal ballot forms were electronically dispatched to the Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on Friday, 17 August 2018. An Advertisement, regarding the dispatch of the postal ballot notice and other related matters, was published in the Business Standard and Samyukta Karnataka (Kannada newspaper) on Tuesday, 29 August 2018. The period of e-voting commenced on Wednesday, 29 August 2018 and closed at 5:00 pm on Thursday, 27 September 2018, and the same was disclosed in the postal ballot notice along with the process and manner of voting by electronic means. The shareholders were requested to return the postal ballot forms duly completed along with the Assent (for) or Dissent (against), to reach the Scrutinizer on or before the close of working hours (5:00 pm) on Thursday, 27 September 2018. The Scrutinizer was required to submit his report to the Chairman after completion of scrutiny of the postal ballot forms and e-voting from the shareholders.

After due scrutiny of all the Postal Ballot Forms/e-voting received from the shareholders up to the close of working hours (5:00 pm) on 27 September 2018 (being the last date fixed for return of the duly filled in postal ballot forms by the shareholders), Mr. S P Nagarajan, the Scrutinizer submitted a report addressed to the Chairman of the Board on 28 September 2018 and the same was accepted.

The following is the summary of the report submitted by the scrutinizer:

a) Number of physical ballot forms received:

| Description | No. of Ballot Forms | No. of Shares |
|---|---------------------|--------------------|
| Total number of ballot forms received* | 767 | 166,379,517 |
| Less : Total postal ballot forms rejected** | 19 | 1,008 |
| Total valid postal ballot forms | 748 | 166,378,509 |

*includes votes casted through e-voting

**postal ballots have been rejected where there is signature mismatch or where the Ballot forms have not been signed or where the appropriate column is not ticked as per instructions provided

(a) Consolidated results of voting:

| | Physical Voting | | | e-voting | | | Total Voting | | |
|--------------|-----------------|--------------------------------------|---------------|---------------|--------------------------------------|---------------|---------------|--------------------------------------|---------------|
| | No. of Voters | No. of Votes ^{***} / Shares | % of Votes | No. of Voters | No. of Votes ^{***} / Shares | % of Votes | No. of Voters | No. of Votes ^{***} / Shares | % of Votes |
| Assent | 83 | 7,905 | 99.00 | 648 | 166,369,471 | 99.99 | 731 | 166,377,376 | 99.99 |
| Dissent | 2 | 80 | 1.00 | 15 | 1,053 | 0.01 | 17 | 1,133 | 0.01 |
| Total | 85 | 7,985 | 100.00 | 663 | 166,370,524 | 100.00 | 748 | 166,378,509 | 100.00 |
| Reject | 19 | 1,008 | - | - | - | - | 19 | 1,008 | - |

| 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 | | 101,230,853 | 100.00 | 101,230,853 | 0 | 100.00 | 0.00 |
| | Poll | 101,230,853 | - | 0.00 | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 101,230,853 | 101,230,853 | 100.00 | 101,230,853 | 0 | 100.00 | 0.00 |
| Public Institutions | e-voting | | 59,757,010 | 80.81 | 59,757,010 | 0 | 100.00 | 0.00 |
| | Poll | 73,949,754 | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 73,949,754 | 59,757,010 | 80.81 | 59,757,010 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | e-voting | | 5,382,661 | 29.65 | 5,381,608 | 1,053 | 99.98 | 0.02 |
| | Poll | 18,151,217 | - | - | - | - | - | - |
| | Postal Ballot | | 7,985 | 0.04 | 7,905 | 80 | 98.99 | 1.00 |
| | Total | 18,151,217 | 5,390,646 | 29.69 | 5,389,513 | 1,133 | 99.98 | 0.02 |
| Total | | 193,331,824 | 166,378,509 | 86.06 | 166,377,376 | 1,133 | 99.99 | 0.01 |

Contact Us:

T : +91 080 67501000

F : +91 080 66959943

E : investor.relations@mphasis.com

www.mphasis.com

Mphasis Limited

Registered Office:

Bagmane World Technology Centre,
Marathahalli Outer Ring Road, Doddanakundi Village,
Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLC025294



Mr. Subramanian Narayan, Vice President and Company Secretary, being the person authorized to declare the results of the Postal Ballot, reviewed and accepted the report of the Scrutinizer and the related voting results. After the review, the following resolution was declared to be passed by the members of the Company as a Special Resolution, by means of the Postal Ballot, on 27 September 2018:

RESOLVED THAT pursuant to Section 68 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, (the “Act”), the rules made thereunder, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (the “Buy-Back Regulations”) including any amendments, statutory modifications or re-enactments for the time being in force, Article 54A of the Articles of Association of the Company and subject to such other approvals, permissions and consents as may be necessary and subject to such modifications, alternations and amendments, if any, as may be prescribed by the appropriate authorities while granting such approvals, permissions and consents, which is accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), approval of the members be and is hereby accorded for the buy-back of fully paid-up equity shares of the Company at a price not exceeding Rs.1,350 (Rupees one thousand three hundred and fifty only) per equity share (the “Buy-back Offer Price”) payable in cash for an aggregate consideration 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 for the buy-back viz. brokerage, applicable taxes such as securities transaction tax, Goods and Services tax, stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses), representing 25% of the paid-up equity capital and free reserves as at 30 June 2018, as per the audited financials of the Company for the quarter ended on that date, (the “Buy-back Offer Size”), through the “tender offer” method as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 and amendment thereof (“Buy-back Regulations”) (the process being referred to as the “Buy-back”), on a proportionate basis, from all the existing shareholders, including the Promoter, *the term “Promoter” will be such person as have been disclosed under the filings made in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended*, holding fully paid-up equity shares of the Company as on the record date to be subsequently decided by the Board.

RESOLVED FURTHER THAT the Buy-back shall have a reservation for small shareholders in accordance with the provisions of the Buy-back Regulations.

RESOLVED FURTHER THAT the Buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and that such approvals shall be required to be taken by such non-resident members.

RESOLVED FURTHER THAT it is hereby recorded that with the Buy-back Offer Price and the Buy-back Offer Size as approved above, the resultant buy-back equity shares shall be 7,320,555 equity shares (seven million three hundred twenty thousand and five hundred and fifty five) fully paid-up shares

representing 3.79% of the fully paid up share capital and the specific price at which the Buy-back will be made, within the Buy-back Offer Price of Rs. 1,350 (Rupees one thousand three hundred and fifty only) per equity share, be determined at the time of public announcement for Buy-back and the resultant buy-back equity shares be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s)/ Officer(s)/Authorised

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CIN: L30007KA1992PLC025294



Representative(s)/ Committee (“**Buy-back Committee**”) of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buy-back, including the amount to be utilized towards the Buy-back, and the time frame therefor, within the statutory limits prescribed by the law and to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto including but not limited to appointment of merchant bankers, brokers, bankers, solicitors, registrar, printers, depository participants and other intermediaries/ agencies for the implementation of the Buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Draft Letter of Offer, Letter of Offer, declaration of solvency, and certificate of extinguishment of shares / share certificates required to be filed in connection with the Buy-back, further delegation of all or any of the above to such Committees of the Board or persons as considered expedient, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of the Company or the Board or the Buy-back Committee to buy-back any shares, and/ or impair any power of the Company or the Board or the Buy-back Committee to terminate any process in relation to such Buy-back as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the buy-back without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Sd/-

CHAIRMAN

Place : New Delhi

Date : 12-10-2018

CERTIFIED TRUE COPY

For Mphasis Limited

DocuSigned by:

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Subramanian Narayan
Vice President and Company Secretary

DS


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