

13 March, 2017

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

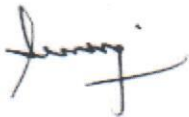
Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), we wish to inform you that, based on the report submitted by the Scrutinizer, the special resolution in the aforesaid 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.

USA
13 March 2017

Mphasis Limited

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Ph.: +91 080 3352 5000; Fax: +91 080 6695 9943; CIN:L30007KA1992PLC025294

For Mphasis Limited
On behalf of the Board



DocuSigned by:

Nitin Rakesh

9075067A5E9644

Nitin Rakesh

CEO and Whole time director

DS
ASN

www.mphasis.com

DS
SN



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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**Mphasis Limited**

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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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Mphasis Limited

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www.mphasis.com

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

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,

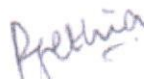
1. I, S P Nagarajan, Company Secretary in whole-time practice, have been appointed as the Scrutinizer by the Board of Directors of **MPHASIS LIMITED** (the Company) at the Board Meeting held on 31st January 2017 pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and 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).

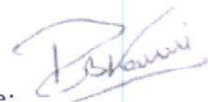


S. P. NAGARAJAN
COMPANY SECRETARY

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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 **MPHISIS 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 **MPHISIS 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 |



S. P. NAGARAJAN
COMPANY SECRETARY

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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 31stJanuary 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**