

June 5, 2017

Manager,
Listing Compliance,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Madam/Sir,

Subject: Proposed Buy Back of fully paid-up equity shares of face value of Rs. 10 each (the “Equity Shares”) of Mphasis Limited (the “Company”) under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the “Buy-Back Regulations”) (the offer defined as the “Buy-Back”).

With regards to the captioned subject matter, we wish to inform you that the tendering period for the Buy-Back closed on May 25, 2017 and the settlement of bids on BSE Limited and National Stock Exchange of India Limited was effected on June 2, 2017. In accordance with regulation 19(7) of the Buy-Back Regulations, the Company issued a public advertisement dated June 2, 2017 (the “Public Advertisement”), which was published in the following newspapers on June 3, 2017 –

- (i) Business Standard, English national daily, all editions;
- (ii) Business Standard, Hindi national daily, all editions; and
- (iii) Hosa Digantha, regional language daily, Bengaluru edition

In relation to the aforementioned, please find enclosed a hard copy of Public Advertisement dated June 2, 2017.

Yours truly,

For **JM Financial Institutional Securities Limited**



Authorized Signatory
Name: Vikas Kothari
Designation: Director

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Mphasis
Unleash the Next

MPHASIS LIMITED

Registered Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru - 560 048, India
Corporate Identification Number (CIN): L30007KA1992PLC025294; Phone: +91 80 6750 1000; Fax: +91 80 6695 9943; Email: investor.relations@mphasis.com;
Website: www.mphasis.com; Contact Person: Mr. A Sivaram Nair, Executive Vice President, Company Secretary, General Counsel and Ethics Officer

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF MPHASIS LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated March 14, 2017, published on March 15, 2017 (the "Public Announcement") and the letter of offer dated April 27, 2017 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- Mphasis Limited (the "Company") had announced the Buyback of up to 17,370,078 (Seventeen Million Three Hundred Seventy Thousand and Seventy Eight) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") from the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date (i.e. March 31, 2017), on a proportionate basis, through the "tender offer" method at a price of Rs. 635/- (Rupees Six Hundred and Thirty Five only) per Equity Share payable in cash, for an aggregate amount upto Rs. 11,029,999,530/- (Rupees Eleven Billion Twenty Nine Million Nine Hundred Ninety Nine Thousand Five Hundred and Thirty only) ("Buyback Size") excluding any expenses incurred or to be incurred for 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 "Transaction Costs"). The Buyback Size represents approximately 24.99% of the aggregate of total paid-up equity share capital and free reserves as per the standalone audited financial statements of the Company for the nine (9) months period ended December 31, 2016.
- The Company adopted the "tender offer" method for the purpose of Buyback. The Buyback was implemented using the "mechanism for acquisition of shares through stock exchanges" as specified by SEBI vide its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- The Tendering Period for the Buyback Offer opened on Friday, May 12, 2017 and closed on Thursday, May 25, 2017.

2. DETAILS OF BUYBACK

- 17,370,078 (Seventeen Million Three Hundred Seventy Thousand and Seventy Eight) Equity Shares were bought back under the Buyback, at a price of Rs. 635/- (Rupees Six Hundred and Thirty Five only) per Equity Share.
- The total amount utilized in the Buyback is Rs. 11,029,999,530/- (Rupees Eleven Billion Twenty Nine Million Nine Hundred Ninety Nine Thousand Five Hundred and Thirty only) excluding the Transaction Costs.
- The Registrar to the Buyback i.e., Integrated Registry Management Services Private Limited ("Registrar"), considered 10,382 valid bids for 15,33,58,962 Equity Shares in response to the Buyback resulting in the subscription of approximately 8.83 times the maximum number of Equity Shares proposed to be bought back.
- The details of the valid bids considered by the Registrar*, are as follows:

Category of Shareholders	No. of Equity Shares reserved in the Buyback	No. of valid bids received	Total Equity Shares validly tendered	% Response
Reserved Category for Small Shareholders	26,05,512	9,733	23,87,867	91.6%
General Category for all Eligible Sellers other than Small Shareholders	1,47,64,566	649	15,09,71,095	1022.5%
Total	1,73,70,078	10,382	15,33,58,962	882.9%

* As per the certificate dated June 2, 2017, received from Integrated Registry Management Services Private Limited

- All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/ rejection shall be dispatched by the Registrar to the respective Eligible Sellers by June 5, 2017.
 - The settlement of all valid bids has been completed by the Indian Clearing Corporation Limited ("ICCL") and the National Securities Clearing Corporation Ltd ("NSCCL") on Friday, June 2, 2017. ICCL and NSCCL have made direct funds payout to respective Eligible Sellers whose Equity Shares have been accepted under the Buyback. If details of the Eligible Sellers bank account were not available or if the fund transfer instruction was rejected by the Reserve Bank of India or any other bank, due to any reason, then such funds shall be transferred to the bank account of the respective Seller Members, being the stock broker through whom the Eligible Seller participated in the Buyback, for onward transfer to such Eligible Sellers.
 - Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on Friday, June 2, 2017. The unaccepted demat Equity Shares were returned to respective Eligible Sellers by the ICCL and NSCCL on Friday, June 2, 2017.
 - The extinguishment of 17,370,078 Equity Shares accepted under the Buyback, comprising of all equity Shares held under dematerialized form, is currently under process and shall be completed by Friday, June 9, 2017.
- The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buyback, is as under:

Sr. No.	Particulars	Pre Buyback		Post Buyback ⁽¹⁾	
		No. of Shares	Amount (Rs. lakhs)	No. of Shares	Amount (Rs. lakhs)
1	Authorized Share Capital	245,000,000 Equity Shares of Rs.10 each	24,500.00	245,000,000 Equity Shares of Rs.10 each	24,500.00
2	Issued Capital ⁽²⁾	210,438,080 Equity Shares of Rs. 10 each	21,043.81	193,068,002 Equity Shares of Rs. 10 each	19,306.80
3	Subscribed and Paid-up Capital ⁽²⁾	210,417,080 Equity Shares of Rs. 10 each fully paid-up Add: Amount originally paid-up on forfeited shares	21,041.71 0.71	193,047,002 Equity Shares of Rs. 10 each fully paid-up Add: Amount originally paid-up on forfeited shares	19,304.70 0.71
	Total		21,042.42	Total	19,305.41

(1) Subject to extinguishment of 17,370,078 Equity Shares bought back

(2) The difference between the issued and paid up capital is on account of 21,000 bonus shares kept in abeyance

- Details of Eligible Sellers from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as under:

Sr. No.	Name of the Eligible Seller	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of number of Equity Shares of the Company post Buyback
1	Marble II Pte Ltd	1,04,16,776	59.97	5.40
2	Aberdeen Global Indian Equity Limited	732,135	4.21	0.38
3	Bajaj Allianz Life Insurance Company Ltd.	387,285	2.23	0.20
4	ICICI Prudential Life Insurance Company Limited	215,352	1.24	0.11
5	ICICI Prudential Value Discovery Fund	192,299	1.11	0.10
	Total	1,19,43,847	68.76	6.19

- The shareholding pattern of the Company, pre-Buyback (as on Record date i.e. March 31, 2017) and post Buyback, is as under:

Particulars	Pre Buyback		Post Buyback ⁽¹⁾⁽²⁾	
	Number of Equity Shares	% to the existing equity Share capital	Number of Equity Shares	% to post Buyback equity share capital
Promoter and Promoter Group	127,108,444	60.41	116,691,668	60.45
Foreign Investors (Including Non- Resident Indians, FIIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	44,660,278	21.22	41,936,963	21.72
Financial Institutions/ Banks, NBFCs & Mutual Funds	20,727,887	9.85	19,681,928	10.20
Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF)	17,920,471	8.52	14,736,443	7.63
Total	210,417,080	100.00	193,047,002	100.00

(1) Subject to extinguishment of 17,370,078 Equity Shares bought back

(2) The post Buyback shareholding of each of the categories of shareholders has been computed after deducting the Equity Shares bought back from the Pre-Buyback shareholding of such shareholders as on the Record Date viz March 31, 2017

4. MANAGER TO THE BUYBACK

JM FINANCIAL

JM Financial Institutional Securities Limited,
7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India.
Tel. No.: +91 22 6630 3030
Fax: +91 22 6630 3330
Contact Person: Ms. Prachee Dhuri
Email: mphasis.buyback@jmfml.com
Website: www.jmfml.com
SEBI Registration Number: INM000010361
Corporate Identity Number: U65192MH1995PLC092522

5. DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued 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/- Nitin Rakesh CEO and Wholtime Director DIN: 00042261 Place: Mumbai	Sd/- Amit Dalmia Director DIN: 05313886 Place: Mumbai	Sd/- A Sivaram Nair EVP, Company Secretary, General Counsel and Ethics Officer Place: Bengaluru
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Date: June 2, 2017