

- Stock Exchanges and/ or the Clearing Corporation.
- iv. 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.
- v. 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.
- vi. 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.
- 12.7 Procedure to be followed by Eligible Sellers holding Equity Shares in the Physical form:**
- i. 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) 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 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.
- ii. 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.
- iii. 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 super scribed as "**Mphasis Buy-back 2017**". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/ Eligible Seller.
- iv. Eligible Seller holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are 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'.
- 12.8 Modification/ cancellation of orders will be allowed during the tendering period of the Buy-back.
- 12.9 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.
- 12.10 Method of Settlement**
- Upon finalization of the basis of acceptance as per Buy-back Regulations:
- i. 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.
- ii. 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.
- iii. 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.
- iv. 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. 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 Equity Shareholders holding Equity Shares in the Physical form.
- v. 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.
- vi. 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.
- 12.11 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 January 31, 2017 appointed Mr. A Sivaram Nair, Executive Vice President, Company Secretary, General Counsel & Ethics Officer, 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. A Sivaram Nair
Executive Vice President, Company Secretary, General Counsel & Ethics Officer,
Mphasis Limited, Bagmane World Technology Center,
Marathalli Outer Ring Road, Doddanakhundi Village,
Mahadevapura, Bengaluru - 560 048, India.
Tel.: +91 80 6750 1000/ 6750 4613
Fax: +91 80 6695 9943

Email: Sivaram.Nair@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 Institutional Securities 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@jmfi.com
Website: www.jmfi.com
SEBI Registration Number: INM000010361
Corporate Identification Number:
U65192MH1995PLC092522

- 16. DIRECTOR'S RESPONSIBILITY**
As per Regulation 19(1)(a) of the Buy-back Regulations, the Board accepts responsibility for the information contained in this Public Announcement 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 Wholetime Director DIN: 00042261 Place: USA – New York	Amit Dalmia Director DIN: 05313886 Place: Mumbai	A Sivaram Nair EVP, Company Secretary, General Counsel and Ethics Officer Place: Bengaluru

Date: March 14, 2017