

10 May 2018

Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E), MUMBAI -400 051

Dear Sir,

Sub: Outcome of Board Meeting held today

We wish to inform you that the Board of Directors of the Company, at its meeting held today at 1:15 pm, which concluded at 5:00 pm, at Bengaluru, have considered and approved the following:

1. Financial Results

- a. Audited consolidated Financial Results of Mphasis Group for the quarter and year ended 31 March 2018 in the prescribed format;
- b. Audited Financial Results of Mphasis Limited for the quarter and year ended 31 March 2018 in the prescribed format.
- c. Statement of Consolidated Audited Financial Results of Mphasis Group for the quarter and year ended 31 March 2018, being the extract of the financial results in the prescribed format, as being published in the Newspapers; and
- d. Report of the Auditors' on the consolidated and standalone Financial Results;

The above together with the related Press Release are enclosed.

We hereby declare, pursuant to SEBI circular bearing reference No.CIR/CFD/CMD/56/2016 dated 27 May 2016, that the Statutory Auditors S R Batliboi & Associates LLP, Chartered Accountants, have issued an Auditor's Report with unmodified opinion on the financial results for the quarter and year ended 31 March 2018.

2. Dividend, 27th Annual General Meeting and Book Closure

- a. Recommendation of dividend of Rs.20/- per equity share of Rs. 10/- each for the financial year ended 31 March 2018. The dividend, if declared at the ensuing Annual General Meeting of the Company, will be paid within 30 days of the Annual General Meeting.
- b. Convening Twenty Seventh Annual General Meeting of the members of the Company at 10:30 am on Tuesday, the 7 August 2018, at The Chancery Pavilion Hotel, No.135, K.S. Thimmaiah Road (Residency Road), Bengaluru- 560 025, India.
- c. Closing the Register of Members and Share Transfer Books of the Company from Saturday, 28 July 2018 to Tuesday, 7 August 2018 (both days inclusive) in connection with the Twenty Seventh Annual General Meeting and the declaration of dividend for FY 2018.



Mphasis Limited

Registered Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore – 560 048, India.
Ph.: +91 080 3352 5000; Fax: +91 080 6695 9943; CIN:L30007KA1992PLC025294

www.mphasis.com

3. **Reappointment of Mr. Narayanan Kumar (DIN 00007848) as an Independent Director**

Based on the recommendation of Nomination and Remuneration Committee, the Board has approved the re-appointment of Mr. Narayanan Kumar as an independent Director of the Company for further term of five years effective 1 April 2019 subject to approval of the members at the ensuing Annual General Meeting. Mr. Narayanan Kumar is completing the existing term on 31 March 2019.

The brief profile of Mr. Narayanan Kumar is enclosed and is also available on the website of the Company at www.mphasis.com. There is no relationship between Mr. Narayanan Kumar and other directors of the Company.

4. **Change in Statutory Auditors**

Based on the recommendations of the Audit Committee, the Board has, subject to the approval of shareholders at the ensuing Annual General Meeting, approved the appointment of B S R & Co.LLP, Chartered Accountants, as the statutory auditors of the Company for a period of five consecutive years commencing from conclusion of ensuing 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting. The brief profile of B S R & Co.LLP, Chartered Accountants is enclosed.

In terms of Section 139 of the Companies Act, 2013, the existing Statutory Auditors of the Company, S R Batliboi & Associates LLP, Chartered Accountants will hold office until the conclusion of the ensuing Annual General Meeting.

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid financial results together with the report of the Auditors and the Press Release are being uploaded on the Stock Exchanges through <https://www.connect2nse.com/LISTING/> and <http://listing.bseindia.com/>. Further, the financial results are also being uploaded on the Company's website: www.mphasis.com.

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

Thanking You,

Yours faithfully,
For Mphasis Limited



Subramanian Narayan
Vice President & Company Secretary

Encl: As above

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