



4 January 2019

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

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

Dear Sirs,

Sub: Extinguishment of equity shares in connection with Buyback of 73,20,555 equity shares of Rs. 10/- each of Mphasis Limited

In accordance with the provisions of Regulation 11 and 24(iv) of the SEBI (Buyback of Securities) Regulations, 2018 (Buyback Regulations), we would like to inform that the Company has extinguished 73,20,501 fully paid up equity shares of Rs 10/ each in dematerialized form and 54 fully paid equity shares of Rs. 10/ each in physical form consequent to conclusion of Buyback of 73,20,555 equity shares of the Company.

Further to the above, the paid-up share capital of the Company, post buyback, is 1,860,965,530 equity shares of Rs.10 each.

We enclose the following in connection with the above:

1. Certified true copy of the certificate dated 28 December 2018 relating to the extinguishment/ destruction of above equity shares in accordance with the provisions of regulation 11(iii) of the Buyback Regulations;
2. Debit confirmation from National Securities Depository Limited and Central Depository Services (India) Limited ; and
3. Pre and Post Buyback Shareholding Pattern (Annexure A)

We request you to take the above on record and accordingly revise the listed capital with the stock exchanges.

Yours faithfully,

For Mphasis Limited

DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...


Subramanian Narayan
Vice President and Company Secretary

Encl. as Above

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



Annexure A

Particulars	Pre Buyback (as at 25 October 2018)		Post Buyback (as at 25 October 2018)	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buyback equity share capital
Promoter and Promoter Group	101,230,853	52.34	97,317,781	52.29
Foreign Investors (including Non Resident Indians, FIIs, FPIs, Foreign Nationals and Overseas Corporate Bodies)	55,759,022	28.83	54,382,566	29.22
Financial Institutions/ Banks/ NBFCs/Mutual Funds & Alternate Investment Funds	15,871,775	8.21	15,317,312	8.23
Other (Public, Bodies Corporate, Clearing Members & Trust and HUF)	20,555,458	10.63	19,078,894	10.26
Total	193,417,108	100.00	186,096,553	100.00



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Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLC025294

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY THE MPHASIS LIMITED
("the Company")

The Certificate is being issued in compliance with the requirement of Regulations 11 of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

Pursuant to the Public Announcement dated 1 October 2018 and the Letter of Offer dated 27 November 2018, the Company bought back 73,20,555 equity shares of Rs. 10/- each fully paid up from its shareholders holding share as on 25 October 2018 i.e. Record Date, through tender offer method at a price of Rs. 1350/- per equity share. The Tendering Period opened on December 7, 2018 and closed on December 20, 2018.

The following are the details of equity shares accepted under the buyback offer made by the Company and consequently extinguished.

A. SHARES IN DEMATERIALIZED FORM

Name of the Depository	DP Name and DP ID	Company's A/c No.	Date of Extinguishment	Number of equity shares extinguished
National Securities Depository Limited- NSDL	Karvy Stock Broking Limited IN300394	19932321	28 December 2018	73,20,501




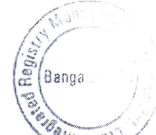
B. SHARES IN PHYSICAL FORM

Registered folio No.	Certificate No.	Distinctive number of Equity shares (From)	Distinctive number of Equity shares (To)	Date of Extinguishment	Number of equity shares extinguished
M002114	69727	9367745	9367745	28 December 2018	1
S003623	69729	34642275	34642300		26
M000517	69731	73980055	73980081		27
Total					54

The old share certificates numbered 69723, 68535 and 68742 tendered in the Buyback by the shareholders in respect of which split share certificates were issued were also destroyed.

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/ DESTROYED (A+B) : 73,20,555

It is certified that above equity shares of the Company were extinguished in compliance with and according to the provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 11 of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and the bye laws framed thereunder.

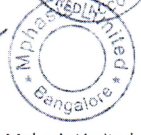
<p>For Mphasis Limited</p> <p><i>Nitin Rakesh</i></p> <p>Nitin Rakesh Chief Executive Officer and Executive Director DIN: 00042261 Place: Mumbai</p> 	<p>For Mphasis Limited</p> <p><i>Amit Dalmia</i></p> <p>Amit Dalmia Director DIN: 05313886 Place: Mumbai</p> 
<p>For BSR & Co. LLP</p> <p>Chartered Accountants</p> <p>Firm's Registration Number : 101248W/W-100022</p> <p><i>As per our report dated 28 December 2018</i></p> <p>Partner : <i>Arjun Ramesh</i></p> <p>Membership No. : 218495</p> <p>Place: Bengaluru</p> 	<p>For Integrated Registry Management Services Private Limited</p> <p><i>G. H.S.</i></p> <p>Authorized Signatory Place: Bengaluru</p> 

Date: 28 December 2018

Verified by:

Subramanian Narayan

Subramanian Narayan
VP and Company Secretary – Mphasis Limited
Bengaluru
28 December 2018



CERTIFIED TRUE COPY

For Mphasis Limited

Subramanian Narayan

Subramanian Narayan
Vice President & Company Secretary

B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre
11-12/1, B Block, 2nd Floor
Inner Ring Road, Koramangala
Bangalore 560 071 India

Telephone +91 80 7134 7000
Fax +91 80 7134 7999

The Board of Directors
Mphasis Limited
Bagmane World Technology Centre,
Marathalli Outer Ring Road, Doddanakhundi Village,
Mahadevapura, Bangalore - 560 048

Dear Sirs,

Statutory Auditors' Report in respect of extinguishment of equity shares of Mphasis Limited ('the Company') which were bought-back

1. This report is issued in accordance with the terms of our agreement dated December 28, 2018.
2. For the purpose of issuing this certificate, we have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought back by Mphasis Limited" ("the Statement"), prepared by the Company and confirmed by the Company's Registrar and Transfer Agent- Integrated Registry Management Services Private Limited to be submitted pursuant to the requirements of Regulation 11 of Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (hereinafter referred to as 'the SEBI Buyback Regulations'). We have initialed the Statement for identification purpose only.
3. We are informed by the Company that 7,320,555 equity shares of Rs 10 each have been bought back during the period December 7, 2018 and December 20, 2018.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate with respect to extinguishment of the above equity shares for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and Bombay Stock Exchange Limited ("BSE").

Management's Responsibility for the Statement

5. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement.
6. The Management is responsible for extinguishment / cancellation of shares bought back through tender offer for the period from December 7, 2018 to December 20, 2018 as set out in the Statement.



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Management's Responsibility for the Statement (continued)

7. The Management is also responsible for ensuring extinguishment / cancellation of shares and that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act, 2013 in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India.

Auditors' Responsibility

8. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents obtained and maintained by the Company and furnished to us for the purpose and ensuring that the extinguishment of equity shares is in compliance with the Regulations.
9. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Verified the cancellation of physical shares which were bought-back by the Company in accordance with the SEBI Buyback Regulations;
 - ii. Verified the share extinguishment confirmation received by the Company from National Securities Depository Limited (NSDL) with respect to the shares held in dematerialised form which were bought back;
 - iii. Examined the report from the share transfer agent on the specific shares bought back;
 - iv. Examined the resolutions passed by the Board of Directors / Buyback Committee of the Company relating to extinguishment of shares which were bought-back; and
 - v. Obtained appropriate representations from the management of the Company.
10. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ('the Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

12. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we report that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and the extinguishment is in compliance and in accordance with the provisions of the Regulations.



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Restriction on use

13. This certificate is issued in connection with the extinguishment of equity shares bought back in accordance with the SEBI Buyback Regulations and should not be used for any other purpose without our prior written consent.

for B S R & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022



Arjun Ramesh

Partner

Membership No. 218495

Place: Bangalore

Date: December 28, 2018

National Securities Depository Limited



Ref : II/CA/COM/64282/2018

December 31, 2018

Mr. A. Sivaram Nair
 SVP, Company Secretary, General Counsel & Ethics Officer
 Mphasis Limited
 Bagmane World Technology Center
 Marathalli Outer Ring Road
 Doddanakundhi Village, Mahadevapura,
 Bangalore - 560048

Sub : Buy-back

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Integrated Registry Management Services Private Limited, Bangalore , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE356A01018	MPHASIS LIMITED EQ	Debit	1	7,320,501.000	28/Dec/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Asst.Vice President

Digitally Signed By
 Name: RAKESH MAHASUKHLAL MEHTA
 Date:31/12/2018 13:28:13
 Reason: Authentication
 Location: NSDL,Mumbai



Central Depository Services (India) Limited



CDSL/OPS/AT/2016-17/17404

03-Jan-2019

The Company Secretary

Mphasis Limited

Bagmane World Technology Centre
Marathalli Outer Ring Road
Doddanakundi Vill, Mahadevapura
Bangalore 560 048.

Dear Sir,

Sub: Buyback of Equity Shares (ISIN INE356A01018).

With reference to the captioned subject, this is to inform you that we have noted that the company has bought back 7320555 Equity Shares. The Capital of the company after this buyback as recorded with CDSL is Rs.1,86,09,65,530/-. (186096553 Equity Shares of Rs.10/- each)

If you require any clarifications in this regard please feel free to call the undersigned on 022-2305 8680 or Mr. Arzaan Tarapore on 022-2305 8608 or email at arzaant@cdslindia.com

Thanking you.

Yours sincerely,

For Central Depository Services (India) Limited

Nilesh
Aba
Tawde

Digitally signed by Nilesh Aba Tawde
DN: cn=Nilesh Aba Tawde, o=IN,
st=Maharashtra, ou=Central
Depository Services India Limited,
serialNumber=8108773880792,
c=IN, email=arzaant@cdslindia.com,
1.0965979e16a0861
Date: 2019.01.03 15:01:40 +0530'

Nilesh Tawde

Dy. Manager – Operations

**Cc to: The General Manager – Listing – BSE.
The Asst. Vice President – Listing – NSE.**

Regd. Office : Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Fort, Mumbai – 400 001.

Phone : 91-22-2272 3333

● Fax : 91-22-2272 3199

Website : www.cdslindia.com