



1 October 2018

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

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

Dear Sir/Madam,

Sub: Certified Copy of the special resolution passed by the shareholders for the Buy-back of the equity shares of the Company

Further to our letter dated 28 September 2018 in relation of outcome of the Results of Postal Ballot (including e-voting) for Buy-back of Equity shares of the Company and pursuant to Companies Act 2013 and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, we enclose the certified true copy of the special resolution passed by the shareholders of the Company, through Postal ballot (including e-voting), for Buy-back of equity shares the results of which were declared on Friday, 28 September 2018.

We request you to kindly take the above information on record as per the requirements of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours faithfully,
For Mphasis Limited

DocuSigned by:

864FB8DBFAE44A7...
Subramanian Narayan
Vice President and Company Secretary



Encl: As above

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF MPHASIS LIMITED THROUGH THE POSTAL BALLOT (INCLUDING E-VOTING) ON 28 SEPTEMBER 2018.

RESOLVED THAT pursuant to Section 68 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, (the "Act"), the rules made thereunder, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (the "Buy-Back Regulations") including any amendments, statutory modifications or re-enactments for the time being in force, Article 54A of the Articles of Association of the Company and subject to such other approvals, permissions and consents as may be necessary and subject to such modifications, alternations and amendments, if any, as may be prescribed by the appropriate authorities while granting such approvals, permissions and consents, which is accepted by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), approval of the members be and is hereby accorded for the buy-back of fully paid-up equity shares of the Company at a price not exceeding Rs.1,350 (Rupees one thousand three hundred and fifty only) per equity share (the "Buy-back Offer Price") payable in cash for an aggregate consideration not exceeding Rs.9,882.75 Million (Rupees nine thousand eight hundred and eighty two million and seven fifty thousands) (excluding any expenses incurred or to be incurred for the buy-back viz. brokerage, applicable taxes such as securities transaction tax, Goods and Services tax, stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses), representing 25% of the paid-up equity capital and free reserves as at 30 June 2018, as per the audited financials of the Company for the quarter ended on that date, (the "Buy-back Offer Size"), through the "tender offer" method as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 and amendment thereof ("Buy-back Regulations") (the process being referred to as the "Buy-back"), on a proportionate basis, from all the existing shareholders, including the Promoter, the term "Promoter" will be such person as have been disclosed under the filings made in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, holding fully paid-up equity shares of the Company as on the record date to be subsequently decided by the Board.

RESOLVED FURTHER THAT the Buy-back shall have a reservation for small shareholders in accordance with the provisions of the Buy-back Regulations.

RESOLVED FURTHER THAT the Buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and that such approvals shall be required to be taken by such non-resident members.

RESOLVED FURTHER THAT it is hereby recorded that with the Buy-back Offer Price and the Buy-back Offer Size as approved above, the resultant buy-back equity shares shall be 7,320,555 equity shares (seven million three hundred twenty thousand and five hundred and fifty five) fully paid-up shares representing 3.79% of the fully paid up share capital and the specific price at which the Buy-back will be made, within the Buy-back Offer Price of Rs. 1,350 (Rupees one thousand three hundred and fifty only) per equity share, be determined at the time of public announcement for Buy-back and the resultant buy-back equity shares be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s)/ Officer(s)/ Authorised Representative(s)/ Committee ("Buy-back Committee") of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buy-back, including the amount to be utilized towards the Buy-back, and the time frame therefor, within the statutory limits prescribed by the law and to do all such acts, deeds, matters and things, take necessary steps as

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Mphasis Limited

Registered Office:

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Marathahalli Outer Ring Road, Doddanakundi Village,

Mahadevapura, Bangalore 560 048, India

CIN: L30007KA1992PLC025294



the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto including but not limited to appointment of merchant bankers, brokers, bankers, solicitors, registrar, printers, depository participants and other intermediaries/ agencies for the implementation of the Buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Draft Letter of Offer, Letter of Offer, declaration of solvency, and certificate of extinguishment of shares / share certificates required to be filed in connection with the Buy-back, further delegation of all or any of the above to such Committees of the Board or persons as considered expedient, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of the Company or the Board or the Buy-back Committee to buy-back any shares, and/ or impair any power of the Company or the Board or the Buy-back Committee to terminate any process in relation to such Buy-back as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the buy-back without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Certified True.

For Mphasis Limited

DocuSigned by:
Subramanian Narayan
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Subramanian Narayan

Vice President and Company Secretary

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