

3 April 2017

The Listing Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

Sub: Minutes of the announcement of result of the Postal Ballot

Please find enclosed the certified true copy of minutes of the announcement of Results of the Postal Ballot (including e-voting) declared on 13 March 2017 in respect of Special Resolution, passed by the members of the Company for approval of Buy-back up to 17,370,078 equity Shares of the Company representing 8.26% of the fully paid up equity shares from all the equity shareholders on a proportionate basis through "Tender Offer" method under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, at a price not exceeding Rs.635 per equity share, aggregating to Rs. 11,030 million.

We request you to kindly take the above on record as per the requirement of Listing Regulations.

Thanking You,

Yours faithfully,
For Mphasis Limited


A Sivaram Nair
EVP, Company Secretary
General Council & Ethics Officer



Encl: As above 

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT OF MPHASIS LIMITED ON MONDAY, 13 MARCH 2017, AT THE REGISTERED OFFICE OF THE COMPANY, BAGMANE WORLD TECHNOLOGY CENTER, MARATHALLI OUTER RING ROAD, DODDANAKHUNDI VILLAGE, MAHADEVAPURA, BANGALORE – 560 048, INDIA.

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, the following item was recommended by the Board of Directors for approval of shareholders in its meeting held on 31 January 2017 to be passed by means of a Postal Ballot (including e-voting):

Subject of Resolution	Type of Resolution
Approval of Buy-back up to 17,370,078 equity Shares of the Company representing 8.26% of the fully paid up equity shares from all the equity shareholders on a proportionate basis through "Tender Offer" method under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 at a price not exceeding Rs.635 per equity share aggregating to Rs. 11,030 million.	Special Resolution

The Board of Directors, at the aforesaid meeting, had appointed Mr. S P Nagarajan, Practicing Company Secretary, as scrutinizer to receive and scrutinize the completed ballot forms received from the shareholders and for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner.

Further to the above, the Company through its Registrars & Share Transfer Agents, Integrated Registry Management Services Private Limited (formerly Integrated Enterprises (India) Limited), completed dispatch of 28,251 (Twenty Eight Thousand Two Hundred and Fifty One) Postal Ballot Forms, on Wednesday, 8 February 2017, of which 7,084 (Seven Thousand and Eighty Four) were dispatched through Post along with Postage Prepaid Business Reply Envelope and 21,167 (Twenty One Thousand One Hundred and Sixty Seven) Postal Ballot Forms were electronically dispatched to the Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on Friday, 3 February 2017. An Advertisement to this effect was published in the Business Standard and Samyukta Karnataka (Kannada newspaper) on Wednesday, 8 February 2017. The shareholders were requested to return the Postal Ballot Forms duly completed along with the Assent (for) or Dissent (against), so as to reach the Scrutinizer on or before the close of working hours (5:00 pm) on Saturday, 11 March 2017.

After due scrutiny of all the Postal Ballot Forms/e-voting received from the shareholders up to the close of working hours (5:00 pm) on 11 March 2017 (being the last date fixed for return of the duly filled in postal ballot forms by the shareholders), Mr. S P Nagarajan, the Scrutinizer submitted a report addressed to the Chairman of the Board on 11 March 2017 containing the following details:

Description	No. of Ballot Forms	No. of Shares	% of Votes
Postal Ballot Forms Received through physical and e-voting	716	183,734,785	99.99
Less: Postal Ballot Forms Rejected ¹	7	569	0.01
Valid Postal Ballot Forms	709	183,734,216	100.00

¹Postal Ballots have been rejected where there is signature mismatch or where the Ballot forms has not been signed or where the appropriate column is not ticked as per instruction casted through both e-voting & physical mode.

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[Handwritten Signature]

	PHYSICAL VOTING			E-VOTING			TOTAL VOTING		
	No. of Voters	No. of Votes ² / Shares	% of Votes	No. of Voters	No. of Votes ² / Shares	% of Votes	No. of Voters	No. of Votes ² / Shares	% of Votes
Assent	215	302,917	94.40	453	183,411,070	99.99	668	183,713,987	99.99
Dissent	19	17,949	5.60	22	2,280	0.01	41	20,229	0.01
Total	234	320,866	100.00	475	183,413,350	100.00	709	183,734,216	100.00
Reject	7	569	-	-	-	-	7	569	-

² One Vote corresponds to one share

The following was the voting results as per the format prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-voting	127,108,444	127,108,444	100.00	127,108,444	0	100.00	0
	Poll				<i>Not Applicable</i>			
	Postal Ballot							
	Total	127,108,444	127,108,444	100.00	127,108,444	0	100.00	0
Public Institutions	E-voting	66,386,659	51,134,792	79.42	51,134,792	0	100.00	-
	Poll				<i>Not Applicable</i>			
	Postal Ballot		275,000	0.43		0	100.00	0
	Total	66,386,659	51,409,792	79.85	51,409,792	0	100.00	0
Public Non Institutions	E-voting	18,900,922	5,170,114	27.35	5,167,834	2,280	99.96	0.04
	Poll				<i>Not Applicable</i>			
	Postal Ballot		45,886	0.24		17,949	60.87	39.13
	Total	18,900,922	5,215,980	27.60	5,195,751	20,229	99.61	0.39
Total		210,396,025	183,734,216	87.33	183,713,987	20,229	99.99	0.01

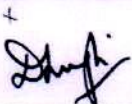
Mr. Nitin Rakesh, Chief Executive Officer & Whole time Director of the Company, being the person authorized to declare the results of the Postal Ballot, reviewed the Report of the Scrutinizer and the related voting results. After the review, Mr. Nitin Rakesh declared the following resolution passed by the Members as a Special Resolution with requisite majority, by means of the Postal Ballot, on 13 March 2017:

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 approval of the shareholders and 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), the Board hereby approves the buy-back of the fully paid-up equity shares of the Company at a price not exceeding Rs.635 (Rupees Six Hundred Thirty Five) per equity share (the "Buy-back Offer Price") payable in cash for a total consideration not exceeding Rs. 11,030 Million (Rupees Eleven Thousand and Thirty Million) (excluding any expenses incurred or to be incurred for the buy-back viz. brokerage,

Minutes of the announcement of results of the postal ballot dated 13 March 2017

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applicable taxes such as securities transaction tax, service 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 per the audited financial statements of the Company for the period ended 31 December 2016, (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 ("Buy-back Regulations") (the process being referred to as the "Buy-back"), on a proportionate basis, from all the existing shareholder, including the Promoter [the term "Promoter" will be such person as have been disclosed under the filings made under 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 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 17,370,078 equity shares (Seventeen Million Three Hundred Seventy Thousand and Seventy Eight) representing 8.26 % of the fully paid up share capital and the specific price at which the Buyback will be made, within the Buy-back Offer Price of Rs. 635/- 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 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 Committee to Buy-back any shares, and/ or impair any power of the Company or the Board or the Committee to terminate any process in relation to such Buy-back, if so 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

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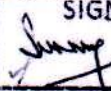
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approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Place : New Delhi
Date : 31 March, 2017


CHAIRMAN

ENTERED	
DATE	SIGN
27/3/2017	



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For Mphasis Limited


A. Sivaram Nair
Executive Vice President,
Company Secretary,
General Counsel & Ethics Officer

