



28 September 2018

The Listing Manager
BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 0 01

The Listing Manager
The National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 001

Dear Sir/Madam,

Sub: Intimation of outcome of Results of Postal Ballot (including e-voting) for Buyback of Equity Shares of the Company

Further to our letter dated 28 August 2018 regarding the intimation of dispatch of notice of postal ballot dated 7 August 2018 to the shareholders of the Company seeking their approval by means of a special resolution for the Buy-back of fully paid equity shares of the Company on a proportionate basis through the tender offer method in accordance with the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (which has been repealed and replaced by the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 with effect from 11 September 2018), for an amount not exceeding Rs.9882.75 million (Rupees nine thousand eight hundred and eighty two million and seven fifty thousand),we wish to inform you that post-closing of the postal ballot voting (including e-voting) on 27 September 2018, the Scrutinizer has submitted the report regarding the results of the postal ballot (including e-voting) on 28 September 2018.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), we wish to inform you that, based on the report submitted by the Scrutinizer, the special resolution in the aforesaid postal ballot notice has been passed with requisite majority by the shareholders of the Company.

We enclose the declaration of results of the Postal Ballot (including e-voting) along with the voting results in the format prescribed under the Listing Regulations. In addition, we enclose a copy of the scrutinizer's report dated 28 September 2018 issued by Mr. S P Nagarajan, Practicing Company Secretary.

We request you to kindly take the same on record.

Thanking You,
Yours faithfully,
For Mphasis Limited

DocuSigned by:

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



Encl: As above

DS


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www.mphasis.com

Mphasis Limited
Registered Office:
Bagmane World Technology Centre,
Marathahalli Outer Ring Road, Doddanakundi Village,
Mahadevapura, Bangalore 560 048, India
CIN: L30007KA1992PLC025294



DECLARATION OF POSTAL BALLOT RESULTS

A notice dated 7 August 2018 (“**Notice**”) pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 was sent to the shareholders of the Company seeking their approval for the following item by means of a Special Resolution through postal ballot (including e-voting):

Item Description : Approval for Buy-back of fully paid equity shares of the Company on a proportionate basis through “Tender Offer” route under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (which has been repealed and replaced by the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 with effect from 11 September 2018) by means of special resolution, for an amount not exceeding Rs.9,882.75 Million (Rupees nine thousand eight hundred and eighty two million and seven fifty thousands).

The Board of Directors, vide its resolution dated 7 August 2018, appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process (including e-voting). The Scrutinizer has submitted the report after completion of the scrutiny of the postal ballot forms received and e-voting cast by the shareholders up to 5.00 P.M on Friday, the 27 September 2018. Summary of the scrutinizer’s report is as below:

Description	No. of Ballot Forms	No. of Shares
Total number of ballot forms received*	767	166,379,517
Less : Total postal ballot forms rejected**	19	1,008
Total valid postal ballot forms	748	166,378,509

*includes votes casted through e-voting

**postal ballots have been rejected where there is signature mismatch or where the ballot forms have not been signed or where the appropriate column is not ticked as per instructions provided.

	Special Resolution		
	No. of Voters	No. of Votes***	% of Votes
Assent	731	166,377,376	99.99
Dissent	17	1,133	0.01
TOTAL	748	166,378,509	100.00

*** one vote corresponds to one share

On basis of the above results, it is announced that the resolution for the above item as set out in the Postal Ballot Notice dated 7 August 2018 has been duly passed by the shareholders as a Special Resolution with requisite majority. The breakup of the voting pattern as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.

Bengaluru
28 September 2018

For Mphasis Limited
By Order of the Board

DocuSigned by:

Subramanian Narayan

Subramanian Narayan
Vice President and Company Secretary

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Annexure to the declaration of the Postal Ballot Results dated 28 September 2018

Description	Particulars
Date of AGM/EGM-Postal Ballot Notice	7 August 2018
Total No. of Shareholders as on record date i.e., 17 August 2018	31,860
No. of Shareholders present in meeting either in person or through Proxy: <ul style="list-style-type: none"> Promoters and Promoter Group: Public: 	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> Promoters and Promoter Group: Public 	Not Applicable

Agenda	Approval for Buy-back of fully paid equity shares of the Company on a proportionate basis through "Tender Offer" route under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(which has been repealed and replaced by the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 with effect from 11 September 2018, by means of special resolution, for an amount not exceeding Rs. 9,882.75 Million (Rupees nine thousand eight hundred and eighty two million and seven fifty thousands).
Resolution required (Ordinary / Special)	Special
Whether Promoter/Promoter Group are interested in the agenda / resolution	Yes by virtue of participation in the buyback.



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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	101,230,853	101,230,853	100.00	101,230,853	0	100.00	0.00
	Poll		-	0.00	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		101,230,853	101,230,853	100.00	101,230,853	0	100.00
Public Institutions	e-voting	73,949,754	59,757,010	80.81	59,757,010	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		73,949,754	59,757,010	80.81	59,757,010	0	100.00
Public-Non Institutions	e-voting	18,151,217	5,382,661	29.65	5,381,608	1,053	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot		7,985	0.04	7,905	80	98.99	1.00
	Total		18,151,217	5,390,646	29.69	5,389,513	1,133	99.98
Total		193,331,824	166,378,509	86.06	166,377,376	1,133	99.99	0.01



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CIN: L30007KA1992PLC025294

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
www.spncs818.com

Consolidated Scrutinizer's Report

(Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable.)

The Chairman

Mphasis Limited

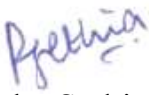
Bagmane World Technology Center,
Marathalli Outer Ring Road,
Doddanakhundi Village,
Mahadevapura,
Bangalore - 560 048


Dear Sir,

1. I, S P Nagarajan, Company Secretary in whole-time practice, have been appointed as the Scrutinizer by the Board of Directors of **MPHASIS LIMITED** (the Company) at the Board Meeting held on 7th August 2018 pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, for the purpose of Scrutinizing the remote e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and Postal Ballot as per the provision of Companies Act, 2013 on the resolution contained in the Notice of the Postal Ballot of MPHASIS LIMITED dated 7th August 2018.
2. The remote e-voting period commenced on Wednesday, 29th August 2018 (9:00 a.m.) and ended on Thursday, 27th September 2018 (5:00 p.m.)
3. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 17th August 2018 were entitled to vote on the resolution contained in the Notice of the Postal Ballot of MPHASIS LIMITED dated, 7th August 2018.



4. The e-voting facility was provided by National Securities Depository Limited (NSDL).
5. The remote e-voting results on the NSDL e-voting platform were unblocked and downloaded on Thursday, 27th September 2018 after 5:00 p.m. in the presence of two witnesses - Ms. Priyanka Sethia & Ms. Pallavi B Kaveri, Members of Institute of Company Secretaries of India who are not in the employment of the Company. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:

Signature: 
Name: Priyanka Sethia
ACS No.: 34049

Signature: 
Name: Pallavi B Kaveri
ACS No. 29196

6. The postal ballot papers received from the shareholders by self-addressed Business Reply Envelopes not later than close of working hours (i.e. 5:00 p.m.) on Thursday, 27th September 2018 were considered.
7. I have issued separate Scrutinizer's Reports dated 28th September 2018 respectively on the results of remote e- voting and voting by postal ballot on the resolution contained in the Notice of the Postal Ballot of **MPHASIS LIMITED** dated 7th August 2018.
8. I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and



9. Postal Ballot on the resolution contained in the Notice of the Postal Ballot of **MPHASIS LIMITED** dated 7th August 2018 as under:-

Special Resolution	Votes in favour of the resolution		Votes against the resolution		Total Votes	
	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Approval for Buy-back of equity shares of the Company on a proportionate basis through "Tender Offer" route under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, by means of special resolution, for an amount not exceeding 9,882.75 Million (Rupees Nine Thousand Eight Hundred And Eighty Two Million And Seven Fifty Thousands).	16,63,77,376	99.999	1,133	0.001	16,63,78,509	100

There were 19 invalid Postal Ballot Forms totaling 1,008 Votes.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolution is 3 times more than the number of votes cast against, I report that the Special Resolution stated under the Notice of the Postal Ballot of **MPHASIS LIMITED dated 7th August 2018 as PASSED with requisite majority.**

I further report that the Company Secretary of the Company, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred herein on the Company's website and also communicate to the Stock Exchanges on which the Company's Equity Shares are listed besides being put on the notice board of the Registered office and at the Corporate Office as stated in the Notice of Postal Ballot.



I further report that the Company has complied with the requisite provisions of the Companies Act, 2013 and rules made thereunder with regard to the remote e-voting and voting by postal ballot.

The relevant records and papers relating to remote e-voting and voting by postal ballot were sealed and handed over to the Company Secretary of the Company for the safe keeping.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the voting by Postal Ballot.

Thanking You

Yours faithfully,



A handwritten signature in blue ink, appearing to be "S.P. Nagarajan".

S.P. NAGARAJAN
MPHESIS LIMITED'S SCRUTINIZER FOR REMOTE E- VOTING AND
POSTAL BALLOT
MEMBERSHIP NO. ACS 10028
CP.NO.4738

Place: Bangalore

Date: 28th September 2018