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Corporate Identity Number (CIN): L30007KA1992PLC025294; **Contact Person:** Mr. Subramanian Narayan, Vice President and Company Secretary

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF MPHISIS LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated October 1, 2018 and published on October 3, 2018 (the "Public Announcement") and the letter of offer dated November 27, 2018 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- Mphasis Limited (the "Company") had announced the Buyback of up to 7,320,555 (Seven Million Three Hundred Twenty Thousand Five Hundred Fifty Five) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") from the equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date i.e. October 25, 2018, on a proportionate basis, through the "tender offer" method at a price of Rs. 1,350/- (Rupees One Thousand Three Hundred and Fifty only) per Equity Share payable in cash, for an aggregate amount up-to Rs. 9,882,749,250/- (Rupees Nine Billion Eight Hundred Eighty Two Million Seven Hundred Forty Nine Thousand Two Hundred and Fifty only) ("Buyback Size") excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses (the "Transaction Costs"). The Buyback Size represents approximately 25% of the aggregate of the total paid-up equity share capital and free reserves, as per the standalone audited financial statements of the Company for the three months ended 30 June 2018. (the last standalone audited balance sheet available with the Company as on the date of the Board Meeting recommending the proposal of the Buyback).
- The Company has adopted Tender Offer method for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" as provided under Buyback Regulations and circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by Securities and Exchange Board of India ("SEBI Circulars"). For the purposes of the Buyback, BSE was the designated stock exchange.
- The Tendering Period for the Buyback Offer opened on Friday, December 7, 2018 and closed on Thursday, December 20, 2018.

2. DETAILS OF BUYBACK

- 7,320,555 (Seven Million Three Hundred Twenty Thousand Five Hundred Fifty Five) Equity Shares were bought back under the Buyback, at a price of Rs. 1,350/- (Rupees One Thousand Three Hundred and Fifty only) per Equity Share.
- The total amount utilized in the Buyback was Rs. 9,882,749,250/- (Rupees Nine Billion Eight Hundred Eighty Two Million Seven Hundred Forty Nine Thousand Two Hundred and Fifty only) excluding the Transaction Costs.
- The Registrar to the Buyback i.e., Integrated Registry Management Services Private Limited ("Registrar"), considered 63,319 valid bids for 14,12,71,673 Equity Shares in response to the Buyback resulting in the subscription of approximately 19.30 times of the maximum number of Equity Shares proposed to be bought back.
- The details of the valid bids considered by the Registrar*, are as follows:

Category of Shareholders	No. of Equity Shares reserved in the Buyback	No. of valid bids received	Total Equity Shares validly tendered	% Response
Reserved category for Small Shareholders	10,98,084	61,347	52,17,000	475.10
General Category for all Eligible Sellers other than Small Shareholders	62,22,471	1,972	13,60,54,673	2,186.51
Total	73,20,555	63,319	14,12,71,673	1,929.79

* As per the certificate dated December 27, 2018, received from Integrated Registry Management Services Private Limited

- All valid bids were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/ rejection shall be dispatched by the Registrar to the respective Eligible Sellers by January 1, 2019.
- The settlement of all valid bids has been completed by Indian Clearing Corporation Limited ("ICCL") and National Securities Clearing Corporation Limited ("NSCCL") on December 28, 2018. ICCL and NSCCL have made direct funds payout to respective Eligible Sellers whose Equity Shares have been accepted under the Buyback. If details of the Eligible Sellers' bank account were not available or if the fund transfer instruction was rejected by the Reserve Bank of India or any other bank, due to any reason, then such funds shall be transferred to the concerned Seller Members settlement bank account for onward transfer to their respective shareholders.
- Demat Equity Shares accepted under the Buyback have been transferred to the Company's Special Demat Account on December 28, 2018 and valid physical Equity Shares tendered in the Buyback have been accepted. The unaccepted demat Equity Shares were returned to respective Eligible Sellers by the ICCL and NSCCL on December 28, 2018. The unaccepted physical equity shares shall be returned to the respective eligible shareholder(s) by the Company/Registrar on or before January 1, 2019.
- The extinguishment/destruction of 73,20,555 Equity Shares accepted under the Buyback, comprising of 73,20,501 Equity Shares held under dematerialized form and 54 Equity Shares in physical form, is currently under process and shall be completed by January 4, 2018.
- The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buyback, is as under:

Sr. No.	Particulars	Pre Buyback ⁽¹⁾		Post Buyback ⁽²⁾	
		No. of Shares	Amount (Rs. lakhs)	No. of Shares	Amount (Rs. lakhs)
1	Authorized Share Capital	245,000,000 Equity Shares of Rs.10 each	24,500.00	245,000,000 Equity Shares of Rs.10 each	24,500.00
2	Issued Capital ⁽³⁾	193,437,408 Equity Shares of Rs. 10 each	19,343.74	186,116,853 Equity Shares of Rs. 10 each	18,611.69
3	Subscribed and Paid-up Capital ⁽³⁾	193,417,108 Equity Shares of Rs. 10 each fully paid-up	19,341.71	186,096,553 Equity Shares of Rs. 10 each fully paid-up	18,609.65
	Add: Amount originally paid-up on forfeited shares		0.71	Add: Amount originally paid-up on forfeited shares	0.71
	Total		19,342.42	Total	18,610.36

(1) As on record date i.e. October 25, 2018

(2) Subject to extinguishment/destruction of 73,20,555 Equity Shares bought back

(3) The difference between the issued and paid up capital is on account of 20,300 bonus shares kept in abeyance

- Details of Eligible Sellers from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as under:

Sr. No.	Name of the Eligible Seller	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of number of Equity Shares of the Company post Buyback
1	MARBLE II PTE LTD	39,13,072	53.45%	2.10%
2	ABERDEEN GLOBAL INDIAN EQUITY LIMITED	1,49,829	2.05%	0.08%
3	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD	1,01,845	1.39%	0.05%
4	ICICI PRUDENTIAL LIFE INSURANCE COMPANY	97,689	1.33%	0.05%
5	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	82,143	1.12%	0.04%
6	L AND T MUTUAL FUND TRUSTEE LIMITED – L	80,454	1.10%	0.04%
7	ISHANA CAPITAL MASTER FUND	79,259	1.08%	0.04%
	Total	45,04,291	61.53%	2.42%

- The shareholding pattern of the Company, pre-Buyback (as on Record date i.e. October 25, 2018) and post Buyback, is as under:

Particular	Pre Buyback		Post Buyback ⁽¹⁾⁽²⁾	
	Number of Equity Shares	% to the existing equity Share capital	Number of Equity Shares	% to post Buyback equity share capital
Promoter and Promoter Group	10,12,30,853	52.34	9,73,17,781	52.29
Foreign Investors (Including Non-Resident Indians, FIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	5,57,59,022	28.83	5,43,82,566	29.22
Financial Institutions/Banks, Alternative Investment Funds NBFCs & Mutual Funds	1,58,71,775	8.21	1,53,17,312	8.23
Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF)	2,05,55,458	10.63	1,90,78,894	10.26
Total	19,34,17,108	100.00	18,60,96,553	100.00

(1) Subject to extinguishment/destruction of 73,20,555 Equity Shares bought back

(2) The post Buyback shareholding of each of the categories of shareholders has been computed after deducting the Equity Shares bought back from the Pre-Buyback shareholding of such shareholders as on the record Date i.e. October 25, 2018

4. MANAGER TO THE BUYBACK

	JM Financial Limited
	7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India.
	Tel. No.: +91 22 6630 3030; Fax: +91 22 6630 3330
	Contact Person: Ms. Prachee Dhuri
	Email: mphasis.buyback@jmfi.com; Website: www.jmfi.com
	SEBI Registration Number: INM000010361; Validity Period: Permanent; Corporate Identity Number: L67120MH1986PLC038784

5. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Mphasis Limited

Sd/- Nitin Rakesh CEO and Executive Director DIN: 00042261 Place: Mumbai	Sd/- Amit Dalmia Director DIN: 05313886 Place: Mumbai	Sd/- Subramanian Narayan Vice President and Company Secretary Place: Bengaluru
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