



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

**For Mphasis Limited**

DocuSigned by:  
  
Subramanian Narayan



**Subramanian Narayan**  
**Vice President and Company Secretary**

Encl. as Above

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**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
<b>Total</b>	<b>193,417,108</b>	<b>100.00</b>	<b>186,096,553</b>	<b>100.00</b>



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.

# A CLADES IN TERMINOLOGICAL FORM

# 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

## **B S R & Co. LLP**

### **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.



**B S R & Co. LLP**

**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](mailto: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=60158c7338807a2,  
c=IN, email=arzaant@cdslindia.com,  
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, 17<sup>th</sup> Floor, Dalal Street, Fort, Mumbai – 400 001.**

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