



14 April 2021

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

The Manager, Listing
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1,
G-Block, Bandra-Kurla Complex,
MUMBAI – 400 051

Dear Sirs,

Sub: Submission of Reconciliation of Share Capital Audit Report for the quarter ended 31 March 2021

Please find enclosed the Reconciliation of Share Capital Audit Report obtained from the Practicing Company Secretary, pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 31 March 2021.

We request you to kindly take the above on record as required under the provisions of aforesaid Regulations.

Thanking you,

Yours faithfully,

For Mphasis Limited

DocuSigned by:

Subramanian Narayan

864FB8DBFAE44A7...

Subramanian Narayan

Vice President and Company Secretary



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kk

Encl: As above

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

1ST FLOOR, 328/B, 14TH CROSS
5TH MAIN, SADASHIVANAGAR,
BENGALURU – 560 080.

Phone : 23603320/21
4128 1966

Email : rajaarthy.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended	31 st March, 2021
2. ISIN	INE 356A01018
3. Face Value	Rs. 10/- each
4. Name of the Company	Mphasis Limited
5. Registered Office Address	Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanekundi Village, Mahadevapura Bengaluru – 560 048
6. Correspondence Address	Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanekundi Village, Mahadevapura Bengaluru – 560 048
7. Telephone & Fax Nos.	Tel: 080 6750 4613
8. E-mail Address	subramanian.narayan@mphasis.com
9. Names of the Stock Exchanges where Company's Securities are listed:	<u>Listed on:</u> National Stock Exchange of India Ltd. (NSE) BSE Ltd. (BSE)

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COMPANY SECRETARIES

	Number of shares	% of Total Issued Capital
10. Issued Capital	18,70,61,633	100.00
11. Listed Capital (Exchange-wise)	18,70,42,033	99.99
12. Held in dematerialized form in CDSL	48,96,576	2.62
13. Held in dematerialized form in NSDL	18,20,73,399	97.33
14. Physical	72,058	0.04
15. Total No. shares (12+13+14)	18,70,42,033	

16. Reasons for difference if any, between (10&11), (10&15), (11&15)

Difference between (10&11) (10&15):
 19,600 Bonus shares are kept in abeyance*

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars***	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
Allotment on 12-01-2021 under						
ESOP 2016 Scheme	10,484	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 19-01-2021 under						
ESOP 2016 Scheme	165,252	Applied	Yes on BSE & NSE	Yes	Yes	No

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

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Allotment on 02-02-2021 under						
ESOP-2016 Scheme	6,572	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 08-02-2021 under						
ESOP-2016 Scheme	14,576	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 16-02-2021 under						
ESOP-2016 Scheme	22,658	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 25-02-2021 under						
ESOP-2016 Scheme	14,458	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 15-03-2021 under						
ESOP-2016 Scheme	75,518	Applied	Yes on BSE & NSE	Yes	Yes	No

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Allotment on 24-02-2021						
Release of Bonus kept in abeyance	700*	Applied	Yes on BSE & NSE	Yes	Yes	No
TOTAL	310,218 Shares					

*Under lock-in upto 23-08-2021

**18. Register of Members is updated (Yes/ No)
 If not, updated upto which date**

Yes
N.A

19. Reference of previous quarter with regards to excess dematerialized shares, if any.

There was no excess dematerialization of shares during the previous quarter

20. Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?

N.A

21. Mentioned the total no. of requests, if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of demat requests	No . of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	---	---
Pending for more than 21 days	NIL	---	---

22. Name, Telephone & Fax No. of the Compliance Officer of the Company

Subramanian Narayan
 Vice President & Company Secretary
 Mphasis Limited
 Bagmane World Technology Center,
 Marathahalli Outer Ring Road, Doddanekundi
 Village, Mahadevapura, Bengaluru – 560 048

 Tel: 080 6750 4613

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

23. Name, Address, Tel. & Fax No. Regn. No. of the Auditor

Aarthi G Krishna
Company Secretary
1st Floor, 328/B, 14th Cross, 5th Main,
Sadashivanagar
Bengaluru-560 080

Tel : 080 2360 3320/21; 4128 1966;

CP. No. 5645

24. Appointment of common agency for share registry work. If yes(name & address)

Integrated Registry Management Services Pvt. Ltd.
30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, Bengaluru – 560 003,

Tel : 080 23460815-818

25. Any other details that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name, etc.)

800 shares (duplicate issue, transfer and release of bonus shares simultaneously) are locked in upto 23rd August, 2021 pursuant to SEBI circulars No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated 6th November, 2018 and SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020, the details of which have been already intimated to the stock exchanges.

AARTHI GOPALA KRISHNA
Digitally signed by AARTHI
GOPALA KRISHNA
Date: 2021.04.14 12:17:09
+05'30'

COMPANY SECRETARY
C P. NO. 5645

UDIN: F005706C000083223

14th April, 2021