



12 July 2018

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

Dear Sirs,

SUB: Submission of Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996

We refer to the SEBI (Depositories and Participants) Regulations, 1996 and amendments thereof and enclose the Reconciliation of Share Capital Audit Report for the quarter ended 30 June 2018.

We request you to kindly take the above on record as required under provisions of SEBI (Depositories and Participants) Regulations, 1996.

Thanking you,

Yours faithfully,
For Mphasis Limited

DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...



Subramanian Narayan
Vice President and Company Secretary

Encl.- As above

DS
el

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 : rajaarthi.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

- | | |
|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| 1. For Quarter Ended | 30 th June, 2018 |
| 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,
Marathalli Outer Ring Road, Doddannakhundhi
Village, Mahadevapura
Bengaluru – 560 048 |
| 6. Correspondence Address | Bagmane World Technology Center,
Marathalli Outer Ring Road, Doddannakhundhi
Village, Mahadevapura
Bengaluru – 560 048 |
| 7. Telephone & Fax Nos. | Tel : 080 6750 4613
Fax : 080 6695 9943 |
| 8. E-mail Address | subramanian.narayan@mphasis.com |
| 9. Names of the Stock Exchanges
where Company's Securities are
listed : | <i>Listed on:</i>
National Stock Exchange of India Ltd. (NSE)
BSE Ltd. (BSE) |

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

	Number of shares	% of Total Issued Capital
10. Issued Capital	19,33,33,451	100.00
11. Listed Capital(Exchange-wise) \$	19,33,13,151	99.99
12. Held in dematerialized form in CDSL	18,16,432	0.94
13. Held in dematerialized form in NSDL	19,13,90,302	98.99
14. Physical	1,06,417	0.06
15. Total No. shares(12+13+14) \$	19,33,13,151	

\$ Includes 3912 Shares allotted on 27 June 2018 for which trading approval was received on 9 July 2018 and final corporate action was completed on 10 July 2018

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

Difference between (10&11),(10&15):
 20,300 Bonus shares are kept in abeyance

17. Certifying the details of changes in share capital during the quarter under consideration

as per Table below: *** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

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 16-04-2018 under						
ESOP 2016 Scheme	5420	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 23-04-2018 under						
RSU 2014 Scheme	100	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 08-05-2018 under						
ESOP 2016 Scheme	400	Applied	Yes on BSE & NSE	Yes	Yes	No

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

Allotment on 14-05-2018 under						
RSU 2015 Scheme	3750	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP 2016 Scheme	1900					
Allotment on 22-05-2018 under						
RSU-2015 Scheme	4500	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP 2016 Scheme	4240					
RSU 2014 Scheme	2823					
Release of bonus on 23 -5-2018						
Release of bonus Shares earlier kept in abeyance	700	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 12-06-2018 under						
RSU-2014 Scheme	471	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU-2015 Scheme	6764					
ESOP -2016 Scheme	17989					
Allotment on 27-06-2018 under						
RSU-2014 Scheme	1412	Applied	Yes on & BSE & NSE	Yes	Yes	No
ESOP-2016 Scheme	2500					
TOTAL	52969					

& Trading approval was received on 9 July 2018

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

- 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,
 Marathalli Outer Ring Road, Doddannakhundhi
 Village, Mahadevapura, Bengaluru – 560 048

 Tel : 080 6750 4613; Fax : 6695 9943

- 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

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

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

Integrated Registry Management Services Private Limited
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.)

NONE



AARTHI G KRISHNA
COMPANY SECRETARY
C P. NO. 5645

11th July, 2018

DS
SN