



13 April 2018

The Listing Manager
BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 001

Dear Sirs,

SUB: Submission of Reconciliation of Share Capital Audit Report, Certificates under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to the SEBI (Depositories and Participants) Regulations, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof and enclose the following:

- Reconciliation of Share Capital Audit Report for the quarter ended 31 March 2018;
- Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31 March 2018;

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

Thanking you,

Yours faithfully,
For Mphasis Limited

DocuSigned by:
Subramanian Narayan
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Subramanian Narayan
Vice President & Company Secretary

Encl : As above



Mphasis Limited

Registered Office: Bagmane World Technology Centre, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India. T : +91 080 3352 5000 | CIN : L30007KA1992PLC025294

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended	31 st March, 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	19,32,81,182	100.00%
11. Listed Capital(Exchange-wise) *	19,32,60,182	99.99%
12. Held in dematerialized form in CDSL	11,78,603	0.61%
13. Held in dematerialized form in NSDL	19,19,74,037	99.32%
14. Physical	1,07,542	0.06%
15. Total No. shares (12+13+14)	19,32,60,182	

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

Difference between (10&11),(10&15):
21,000 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 17-01-2018 under						
RSU-2014 Scheme	2,823	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU-2015 Scheme	3,000					
ESOP 2016 Scheme	2,120					
Allotment on 25-01-2018 under						
RSU-2014 Scheme	706	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU-2015 Scheme	1000					
ESOP 2016 Scheme	31500					

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

Allotment on 06-02-2018 under						
RSU 2014	344	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP 2016 Scheme	11800					
Allotment on 13-02-2018 under						
RSU-2015 Scheme	2000	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 20-02-2018 under						
ESOP 2016 Scheme	2820	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 26-02-2018 under						
RSU-2014 Scheme	706	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP -2016 Scheme	760					
Allotment on 05-03-2018 under						
RSU-2014 Scheme	2352	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 12-03-2018 under						
ESOP -2016 Scheme	480	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 19-03-2018 under						
RSU-2014 Scheme	2823	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU-2015 Scheme	3000					
ESOP-2016 Scheme	4300					
TOTAL	72534					

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

**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



10th April, 2018



10 April 2018

The Manager
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Certificate under Regulation 7(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the half year ended 31 March 2018

We, Integrated Registry Management Services Private Limited and Mphasis Limited (CIN:L30007KA1992PLC025294) hereby confirm that Mphasis Limited has appointed '**Integrated Registry Management Services Private Limited**' having its office at No. 30, Ramana Residency, 4th Cross Sampige Road, Malleswaram , Bangalore - 560 003, as its Registrar and Share Transfer Agent (SEBI Registration No. INR000000544) and certify pursuant to Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that Integrated Registry Management Services Private Limited carries out all the activities in relation to both physical share transfers and Dematerialization facility (Electronic share transfer facility) for Mphasis Limited.

We request you to kindly take the above on record as required under the Listing Regulations.

For Mphasis Limited

For Integrated Registry Management Services Private Limited

DocuSigned by:
Subramanian Narayan
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DocuSigned by:
Vijayagopal
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Subramanian Narayan
Vice President & Company Secretary

Authorised Signatory

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Mphasis Limited

Registered Office: Bagmane World Technology Centre, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India. T : +91 080 3352 5000 | CIN : L30007KA1992PLC025294