

13 July 2017

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

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 2017.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Mphasis Limited



A Sivaram Nair
EVP, Company Secretary,
General Counsel & Ethics Officer



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 : rajaarthi.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 30th June, 2017
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 3352 4541, 4004 1045
Fax : 080 6695 9943
8. E-mail Address : sivaram.nair@mphasis.com
9. Names of the Stock Exchanges where Company's Securities are listed : Listed on:
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	19,30,85,501	100.00%
11. Listed Capital(Exchange-wise) *	19,30,47,002	99.98%
12. Held in dematerialized form in CDSL	8,26,663	0.43%
13. Held in dematerialized form in NSDL	19,21,09,494	99.49%
14. Physical	1,28,344	0.06%
15. Total No. shares(12+13+14)	19,30,64,501	

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

Difference between (10&11),(10&15):
 a. 21,000 Bonus shares are kept in abeyance
 b. *Trading approval for 17,499 Shares was received on 3rd July 2017 and the final corporate action to the permanent ISIN was completed on 5th July 2017

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. app pending for SE (Specify Names)
1. Allotment on 23.06.2017 under						
ESOP 1998-Version II Scheme	400	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU-2014 Scheme	10539	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU-2015 Scheme	6560	Applied	Yes on BSE & NSE	Yes	Yes	No
2. Buyback of Shares						
Buyback of Equity Shares completed on 02.06.2017	17370078	Not Applicable				

** Listing and trading approval have been received as on the date of this report.



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 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
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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

A. Sivaram Nair
 EVP, Company Secretary,
 General Counsel & Ethics Officer
 Mphasis Limited
 Bagmane World Technology Center,
 Marathalli Outer Ring Road, Doddannakhundhi Village,
 Mahadevapura, Bengaluru - 560 048
 Tel : 080 3352 4541 4004 1045, Fax : 6695 9943

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

Aarthi G Krishna
 Company Secretary
 1st Floor, 328/B, 4th Cross, 5th Main, Sadashivanagar
 Bengaluru-560 0080;
 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 Private Limited
 30, Ramana Residency, 4th Cross,
 Sampige Road, Malleswaram,
 Bengaluru - 560 003,
 Tel : 080 23460815-818



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COMPANY SECRETARIES

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

The Company has during the quarter completed Buyback of 17,370,078 Equity Shares at a price of Rs. 635 per Equity Share.


AARTHI G KRISHNA
COMPANY SECRETARY
C P. NO. 5645



12th July, 2017

