



Mphasis Limited

Registered Office:
Bagmane Technology Park
Byrasandra, C.V. Raman Nagar
Bangalore 560 093, India
Ph.: +91 80 4004 0404
Fax: +91 80 4004 9999

14 February 2013

Manager Listing

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

**INTIMATION UNDER SECURITIES ACQUIRED THROUGH SECONDARY MARKET PURCHASES FOR
ESOP SCHEMES**

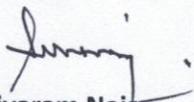
REF : CIR/CFD/DIL/3/2013 DATED JANUARY 17, 2013


With reference to the above captioned subject, please find enclosed the details of Stock Option Schemes administered through Trust, involving issue of shares acquired from secondary market upon exercise of stock options by the ESOP holders.

We request you to take the above on record.

Thanking you,

Yours truly,
For Mphasis Limited


A Sivaram Nair
Sr.VP, Company Secretary,
General Counsel & Ethics Officer

Encl: A/A 



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14 February 2013

Manger Listing

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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**INTIMATION UNDER SECURITIES ACQUIRED THROUGH SECONDARY MARKET PURCHASES FOR
ESOP SCHEMES**

REF : CIR/CFD/DIL/3/2013 DATED JANUARY 17, 2013

With reference to the above captioned subject, please find enclosed the details of Stock Option Schemes administered through Trust, involving issue of shares acquired from secondary market upon exercise of stock options by the ESOP holders.

We request you to take the above on record.

Thanking you,

Yours truly,
For Mphasis Limited

A Sivaram Nair
Sr.VP, Company Secretary,
General Counsel & Ethics Officer

Encl: A/A

INFORMATION UNDER SEBI CIRCULAR: CIR/CFD/DIL/3/2013 DATED 17 JANUARY 2013

Name of the Plan/Scheme : Restricted Stock Units Plan 2010

SL No	PARTICULARS	:	DETAILS
1.	Name of the Issuer	:	MphasiS Limited
2.	Name of the Scheme	:	Restricted Stock Unit Plan 2010 (RSU 2010)
3.	Date of Implementation	:	9 July 2010
4.	Mode of Implementation	:	Trust
5.	Brief Particulars about the scheme	:	<p>Trust</p> <p>MphasiS Employees Benefit Trust</p> <p>Trustees</p> <p>Mr. S Ramakrishnan Mr. Elango. R Mr. A Sivaram Nair</p> <p>Relationship with Promoters or Directors</p> <p>NIL</p>
6.	Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements	:	None except for Mr. Balu Ganesh Ayyar, Chief Executive Officer who has been granted 17,000 Restricted Stock Units (RSUs) under the RSU 2010 Plan.
7.	No of shares held by the Trust	:	352,590 Shares (as on 11 February 2013) Shares held for RSU 2010 and ESOP 2012 plans
8.	How the Trust is proposing to deal with the existing holding	:	<p>1. The shares to be issued, upon exercise of RSUs, upto 30th June 2013 would be utilized from the shares acquired from the secondary market by the MEBT.</p> <p>2. The shares to be issued on exercise of RSUs on or after 1 July 2013 would be allotted.</p> <p>3. The excess secondary market acquisition by the Trust as at 1 July 2013 will be sold in the market at the then prevailing market price and the proceeds thereof will be used for re-payment of the loan taken by the trust from the Company.</p> <p>4. Necessary amendments to the Plan will be approved by the Compensation Committee.</p>
9.	Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1% of the paid up capital.	:	NIL
10.	Details of secondary market purchases/sales by the Company/Trust/any other agency managing the scheme if any, since April 01, 2012.	:	Refer Annexure I for transaction by the Trust



INFORMATION UNDER SEBI CIRCULAR:CIR/CFD/DIL/3/2013 DATED 17 JANUARY 2013

Name of the Plan/Scheme : Employees Stock Option Plan 2012

SL No	PARTICULARS	:	DETAILS
1.	Name of the Issuer		Mphasis Limited
2.	Name of the Scheme		Employees Stock Option Plan 2012 (ESOP 2012)
3.	Date of Implementation		20 January 2012
4.	Mode of Implementation		Trust
5.	Brief Particulars about the scheme Trust Trustees Relationship with Promoters or Directors	:	Mphasis Employees Benefit Trust (MEBT) Mr. S Ramakrishnan Mr. Elango. R Mr. A Sivaram Nair NIL
6.	Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements		None except for Mr. Balu Ganesh Ayyar, Chief Executive Officer who has been granted 58,000 stock options under the Scheme
7.	No. of shares held by the Trust		352,590 Shares (as on 11 February 2013) Shares held for RSU 2010 and ESOP 2012 plans
8.	How the Trust is proposing to deal with the existing holding		1. The shares to be issued, upon exercise of RSUs, upto 30 th June 2013 would be utilized from the shares acquired from the secondary market by the MEBT. 2. The shares to be issued on exercise of RSUs on or after 1 July 2013 would be allotted. 3. The excess secondary market acquisition by the Trust as at 1 July 2013 will be sold in the market at the then prevailing market price and the proceeds thereof will be used for repayment of the loan taken by the trust from the Company. 4. Necessary amendments to the Plan will be approved by the Compensation Committee.
9.	Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1% of the paid up capital.		NIL
10.	Details of secondary market purchases/sales by the Company/Trust/any other agency managing the scheme if any, since April 01, 2012.		Refer Annexure I for transaction by the Trust



MPHASIC EMPLOYEES BENEFIT TRUST
DETAILS OF SHARES PURCHASED/SOLD SINCE 1 APRIL 2012
ANNEXURE I

APPLICABLE FOR SCHEMES ADMINISTERED THROUGH MPHASIC EMPLOYEES BENEFIT TRUST

Sl.No	Date	Type of Transaction (Purchase/Sale)	No. of Securities	Per share Price at which purchased/sold
1	13-Apr-12	Purchase	10,000	388.49
2	17-Apr-12	Purchase	10,000	378.64
3	19-Apr-12	Purchase	10,000	382.85
4	20-Apr-12	Purchase	2,500	383.82
5	11-Jun-12	Purchase	3,654	344.65
6	12-Jun-12	Purchase	10,000	349.91
7	13-Jun-12	Purchase	20,000	349.97
8	14-Jun-12	Purchase	20,000	344.70
9	15-Jun-12	Purchase	11,089	342.68
10	18-Jun-12	Purchase	10,000	340.80
11	19-Apr-12	Purchase *	6,076	383.88
12	20-Apr-12	Purchase *	233	383.49
		Total Purchases	113,552	
13	18-Apr-12	Sale	31,520	380.05
14	25-Apr-12	Sale	10,340	360.32
15	14-May-12	Sale	8,580	391.16
16	17-May-12	Sale	16,040	392.20
17	4-May-12	Sale	9,930	376.36
18	8-Jun-12	Sale	18,190	353.42
19	11-Jun-12	Sale	330	357.00
20	15-Jun-12	Sale	15,280	340.61
21	28-Jun-12	Sale	13,980	361.83
22	29-Jun-12	Sale	4,690	370.01
23	11-Jul-12	Sale	70	393.90
24	3-Jul-12	Sale	10,480	372.00
25	10-Aug-12	Sale	30	392.05
		Total Sales	139,460	

* Trading was executed on Bombay Stock Exchange Limited

Note : The Trust held 437,803 shares as at 31 March 2012.

The above excludes transfer of share to the employees account on account of exercise of options

The sale shares was made on account of sale instructions received from the RSU holders and the net proceeds were remitted to the employees account

