



10 October 2018

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 and Investors Complaints Report**

We refer to the SEBI (Depositories and Participants) Regulations, 1996 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enclose the following for the quarter ended 30 September 2018.

- i. Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 ;
- ii. Investors Complaints Report under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Thanking you,

Yours faithfully,

**For Mphasis Limited**

DocuSigned by:  
*Subramanian Narayan*  
864FB8DBFAE44A7  
**Subramanian Narayan**  
**Vice President and Company Secretary**



DS  
*kk*

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

<b>1. For Quarter Ended</b>	30 <sup>th</sup> September, 2018
<b>2. ISIN</b>	INE 356A01018
<b>3. Face Value</b>	Rs. 10/- each
<b>4. Name of the Company</b>	Mphasis Limited
<b>5. Registered Office Address</b>	Bagmane World Technology Center, Marathalli Outer Ring Road, Doddannakhundhi Village, Mahadevapura Bengaluru – 560 048
<b>6. Correspondence Address</b>	Bagmane World Technology Center, Marathalli Outer Ring Road, Doddannakhundhi Village, Mahadevapura Bengaluru – 560 048
<b>7. Telephone &amp; Fax Nos.</b>	Tel : 080 6750 4613 Fax : 080 6695 9943
<b>8. E-mail Address</b>	<a href="mailto:subramanian.narayan@mphasis.com">subramanian.narayan@mphasis.com</a>
<b>9. Names of the Stock Exchanges where Company's Securities are listed :</b>	<i>Listed on:</i> National Stock Exchange of India Ltd. (NSE) BSE Ltd. (BSE)

**K RAJSHEKAR**  
**AARTHI G KRISHNA**  
COMPANY SECRETARIES

	<b>Number of shares</b>	<b>% of Total Issued Capital</b>
<b>10. Issued Capital</b>	19,34,37,408	100.00
<b>11. Listed Capital(Exchange-wise) \$</b>	19,34,17,108	99.99
<b>12. Held in dematerialized form in CDSL</b>	27,52,558	1.42
<b>13. Held in dematerialized form in NSDL</b>	19,05,66,133	98.52
<b>14. Physical</b>	98,417	0.05
<b>15. Total No. shares(12+13+14) \$</b>	19,34,17,108	

**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 17-07-2018 under						
RSU 2014 Scheme	1538	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU 2015 Scheme	1575					
ESOP 2016 Scheme	15560					

Allotment on 20-08-2018 under						
RSU 2014 Scheme	3919	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU 2015 Scheme	2250					
ESOP 2016 Scheme	13900					
Allotment on 04-09-2018 under						
RSU-2015 Scheme	2000	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP 2016 Scheme	5900					
Allotment on 11-09-2018 under						
ESOP -2016 Scheme	10100	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 18-09-2018 under						
RSU-2014 Scheme	503	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU 2015 Scheme	4175					
ESOP -2016 Scheme	950					

Allotment on 25-09-2018 under						
RSU-2014 Scheme	6287	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU 2015 Scheme	11000					
ESOP -2016 Scheme	24300					
<b>TOTAL</b>	<b>1,03,957</b>					

- 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

**K RAJSHEKAR**  
**AARTHI G KRISHNA**  
**COMPANY SECRETARIES**

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

Aarthi G Krishna  
Company Secretary  
1<sup>st</sup> Floor, 328/B, 14<sup>th</sup> Cross, 5<sup>th</sup> 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 Private Limited  
30, Ramana Residency, 4<sup>th</sup> 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



A circular blue stamp with the text "AARTHI G. KRISHNA" at the top, "CP No. 5645" and "FCS No. 5706" in the center, and "Bangalore" at the bottom. The words "COMPANY SECRETARY" are written around the perimeter of the stamp.

AARTHI G KRISHNA  
COMPANY SECRETARY  
C P. NO. 5645

9<sup>th</sup> October, 2018