

13 April 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 and Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

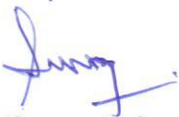
We refer to the SEBI (Depositories and Participants) Regulations, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof and enclose the following:

- Reconciliation of Share Capital Audit Report for the quarter ended 31 March 2017 ;
- Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31 March 2017.

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



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



Encl.- As above 



K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

'BHAVANI', 104, 1ST FLOOR, 4TH MAIN
10TH CROSS, MALLESWARAM,
BENGALURU - 560 003.

Phone : 2344 3712
4128 1966
2356 3321

Email : rajaarthi.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31st March, 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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	Number of shares	% of Total Issued Capital
10. Issued Capital	21,04,38,080	100.00%
11. Listed Capital(Exchange-wise) *	21,04,17,080	99.99%
12. Held in dematerialized form in CDSL	24,30,559	1.16%
13. Held in dematerialized form in NSDL	20,78,55,516	98.77%
14. Physical	1,31,005	0.06%
15. Total No. shares(12+13+14)	21,04,17,080	

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. app pending for SE (Specify Names)
Allotment on 03.01.2017 under						
RSU-2014 Scheme	8797	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 13.01.2017 under						
RSU-2014 Scheme	2823	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 06.02.2017 under						
RSU-2014 Scheme	3828	Applied	Yes on BSE & NSE	Yes	Yes	No



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Allotment on 13.02.2017 under						
ESOP 1998-Version II Scheme	400	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU-2014 Scheme	3764					
Allotment on 21.02.2017 under						
ESOP 1998-Version II Scheme	560	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 07.03.2017 under						
RSU-2014 Scheme	6456	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 10.03.2017 under						
RSU-2014 Scheme	6047	Applied	Yes on BSE & NSE	Yes	Yes	No
TOTAL	32,675					

*** 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



[Handwritten Signature]

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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
104, 1st Floor, 4th Main, 10th Cross, Malleswaram,
Bengaluru-560 003;
Tel : 080 2344 3712; 4128 1966; 2356 3321
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

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

Further to approval of the shareholders for buyback of equity shares of the Company, by means of a special resolution, vide postal ballot the results whereof were declared on March 13, 2017, the Company has made a Public Announcement dated March 14, 2017 in relation to the Buyback of 17,370,078 Equity Shares of the Company at a price of Rs. 635 per Equity Share, on a



[Handwritten Signature]

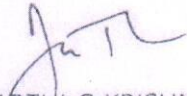
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proportionate basis through a tender offer method, which was published on March 15, 2017 in Business Standard (*English and Hindi editions*) and Hosa Digantha (*Kannada Editions*).

The Company has also filed the Draft Letter of Offer in this regard with the Securities and Exchange Board of India (SEBI) on 22 March 2017 as required under the SEBI (Buyback of Securities) Regulations, 1999.



AARTHI G KRISHNA
COMPANY SECRETARY
C P. NO. 5645
13th April, 2017



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AARTHI G KRISHNA
COMPANY SECRETARIES

'BHAVANI', 104, 1ST FLOOR, 4TH MAIN
10TH CROSS, MALLESWARAM,
BENGALURU - 560 003.

Phone : 2344 3712
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Email : rajaarathi.cs@gmail.com

CERTIFICATE UNDER REGULATION 40(9) OF SEBI (LISTING OBLIGATIONS
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015


FOR THE HALF YEAR ENDED 31ST MARCH, 2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **Mphasis Limited** maintained by **Integrated Registry Management Services Private Limited** pertaining to transfer of equity shares of the company for the period from **1st October, 2016 to 31st March, 2017** for the purpose of issuing a Certificate as per Regulation 40(9) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on **31st March, 2017**:

- A) Share Certificate(s) relating to the transfer of Shares received during the period from **1st October, 2016 to 31st March, 2017** as entered in the Memorandum of Transfers have been issued within Thirty days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.
- B) Any other information, if applicable - NIL

Date : 13.04.2017

Place: BENGALURU


AARTHI G KRISHNA
COMPANY SECRETARY
CP. NO.5645

