



12 October 2021

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 for the quarter ended 30 September 2021

Please find enclosed the Reconciliation of Share Capital Audit Report obtained from the Practicing Company Secretary, pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 30 September 2021.

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

Thanking you,

Yours faithfully,

For Mphasis Limited

DocuSigned by:
subramanian.narayan
864FB8DBFAE44A7...



Subramanian Narayan
Senior Vice President and Company Secretary

Encl: As above

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kk

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 : rajaarthy.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended	30 th September, 2021
2. ISIN	INE356A01018
3. Face Value	Rs. 10/- each
4. Name of the Company	Mphasis Limited
5. Registered Office Address	Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanekundi Village, Mahadevapura Bengaluru – 560 048
6. Correspondence Address	Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanekundi Village, Mahadevapura Bengaluru – 560 048
7. Telephone & Fax Nos.	Tel: 080 6750 4613
8. E-mail Address	subramanian.narayan@mphasis.com
9. Names of the Stock Exchanges where Company's Securities are listed:	<u>Listed on:</u> National Stock Exchange of India Ltd. (NSE) BSE Ltd. (BSE)

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	Number of shares	% of Total Issued Capital
10. Issued Capital	18,73,17,399	100.00
11. Listed Capital (Exchange-wise)	18,72,97,799	99.99
12. Held in dematerialized form in CDSL	58,49,920	3.12
13. Held in dematerialized form in NSDL	18,13,76,086	96.83
14. Physical	71,793	0.04
15. Total No. shares (12+13+14)	18,72,97,799	

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

Difference between (10&11) (10&15):
 19,600 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 12-07-2021 under						
ESOP 2016 Scheme	37,330	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 20-07-2021 under						
ESOP 2016 Scheme	26,850	Applied	Yes on BSE & NSE	Yes	Yes	No

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

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Allotment on 02-08-2021 under						
ESOP-2016 Scheme	13,010	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 10-08-2021 under						
ESOP-2016 Scheme	5,220	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 23-08-2021 under						
ESOP-2016 Scheme	35,156	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 07-09-2021 under						
ESOP-2016 Scheme	5,830	Applied	Yes on BSE & NSE	Yes	Yes	No
Total	1,23,396 Shares					

**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

Subramanian Narayan
 Senior Vice President & Company Secretary
 Mphasis Limited
 Bagmane World Technology Center,
 Marathahalli Outer Ring Road, Doddanekundi
 Village, Mahadevapura, Bengaluru – 560 048

 Tel: 080 6750 4613

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

24. Appointment of common agency for share registry work. If yes(name & address)

Integrated Registry Management Services Pvt. Ltd.
 30, Ramana Residency, 4th Cross, Sampige Road,
 Malleswaram, Bengaluru – 560 003,

 Tel : 080 23460815-818

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

As a result of the completion of the sale and purchase of shares pursuant to the Share Purchase Agreement executed on 26th April 2021, for sale and purchase of shares in the Company from Marble II Pte. Ltd. (“Outgoing Promoter”) by BCP Topco IX Pte. Ltd. (“Acquirer”), the Company has been intimated on 10 August 2021, that the Acquirer had acquired 104,799,577 Equity Shares, representing 55.97%, of the paid up Share Capital as on 10th August 2021, from the Outgoing Promoter (“Change of Control”). Consequent to the Change of Control, the Acquirer is the new Promoter of the Company and the Outgoing Promoter have ceased to hold any shares in the Company. In addition, further to the completion of acquisition of shares by the Acquirer under the open offer (“Open Offer”) to the Public Shareholders, as per the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer had already acquired 65 Equity Shares, from a public shareholder, under the Open Offer.

The shareholding of the Acquirer post the acquisition and Open Offer is 104,799,642 equity shares representing 55.97% of the paid-up Share Capital of the Company as on the date of Change of Control. The Company continues to be part of Blackstone Group under another fund of Blackstone.

AARTHI GOPALA KRISHNA Digitally signed by AARTHI
GOPALA KRISHNA
Date: 2021.10.12 14:18:33
+05'30'

COMPANY SECRETARY
C P. NO. 5645

UDIN: F005706C001157439

12th October, 2021