



12 January 2024

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 31 December 2023**

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 31 December 2023.

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



**Subramanian Narayan**  
Senior Vice President and Company Secretary

Encl: As above

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SN

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pk

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

219,15<sup>TH</sup> MAIN, RMV EXTN  
SADASHIVANAGAR,  
BENGALURU – 560 080.

Phone : 23603320  
4128 1966

Email : [rajaarthy.cs@gmail.com](mailto:rajaarthy.cs@gmail.com)

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

- |   |  |
|---|--|
| <b>1. For Quarter Ended</b>   | 31 <sup>st</sup> December 2023   |
| <b>2. ISIN</b>  | INE356A01018   |
| <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,<br>Marathahalli Outer Ring Road, Doddanekundi<br>Village, Mahadevapura<br>Bengaluru – 560 048 |
| <b>6. Correspondence Address</b>  | Bagmane World Technology Center,<br>Marathahalli Outer Ring Road, Doddanekundi<br>Village, Mahadevapura<br>Bengaluru – 560 048 |
| <b>7. Telephone &amp; Fax Nos.</b>  | Tel: 080 6750 4613   |
| <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> | <u>Listed on:</u><br>National Stock Exchange of India Ltd. (NSE)<br>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>	18,87,83,651	100.00
<b>11. Listed Capital (Exchange-wise)</b>	18,87,64,051	99.99
<b>12. Held in dematerialized form in CDSL</b>	59,91,529	3.17
<b>13. Held in dematerialized form in NSDL</b>	18,27,25,764	96.80
<b>14. Physical</b>	46,758	0.02
<b>15. Total No. shares (12+13+14)</b>	18,87,64,051	

**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 10-10-2023 under						
ESOP 2016 Scheme	4,086	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 25-10-2023 under						
RSU Plan 2021	49,172	Applied	Yes on BSE & NSE	Yes	Yes	No

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

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

Allotment on 22-11-2023 under						
ESOP-2016 Scheme	21,566	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU Plan 2021	34,355					
Allotment on 29-11-2023 under						
ESOP-2016 Scheme	34,511	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 14-12-2023 under						
ESOP-2016 Scheme	38,372	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU Plan 2021	929					
Total	1,82,991 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

**20. Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?**

N.A
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**K RAJSHEKAR**  
**AARTHI G KRISHNA**  
**COMPANY SECRETARIES**

**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  
219, 15<sup>th</sup> Main, RMV Extn  
Sadashivanagar  
Bengaluru-560 080  
Tel: 080 2360 3320; 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, 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

AARTHI GOPALA KRISHNA  
Digitally signed by  
AARTHI GOPALA KRISHNA  
Date: 2024.01.10 14:26:13  
+05'30'

COMPANY SECRETARY  
C P. NO. 5645  
UDIN: F005706E003173343  
Peer Review Cert# 1110/2021  
10<sup>th</sup>January, 2024