



10 April 2019

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**

We refer to the SEBI (Depositories and Participants) Regulations, 1996 and enclose the Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 31 March 2019.

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

Thanking you,

Yours faithfully,

**For Mphasis Limited**

DocuSigned by:

*Subramanian Narayan*

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**Subramanian Narayan**

**Vice President and Company Secretary**

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*kk*

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

1<sup>ST</sup> FLOOR, 328/B, 14<sup>TH</sup> CROSS  
5<sup>TH</sup> MAIN, SADASHIVANAGAR,  
BENGALURU – 560 080.

Phone : 23603320/21  
4128 1966

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

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

- |  |   |
|--|---|
| <b>1. For Quarter Ended</b>  | 31 <sup>st</sup> March, 2019  |
| <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,<br>Marathalli Outer Ring Road, Doddannakhundhi<br>Village, Mahadevapura<br>Bengaluru – 560 048 |
| <b>6. Correspondence Address</b>   | Bagmane World Technology Center,<br>Marathalli Outer Ring Road, Doddannakhundhi<br>Village, Mahadevapura<br>Bengaluru – 560 048 |
| <b>7. Telephone &amp; Fax Nos.</b>   | Tel : 080 6750 4613<br>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<br/>where Company's Securities are<br/>listed :</b> | <i>Listed on:</i><br>National Stock Exchange of India Ltd. (NSE)<br>BSE Ltd. (BSE)  |

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 COMPANY SECRETARIES

	<b>Number of shares</b>	<b>% of Total Issued Capital</b>
<b>10. Issued Capital</b>	18,62,39,339	100.00
<b>11. Listed Capital (Exchange-wise)</b>	18,62,19,039	99.99
<b>12. Held in dematerialized form in CDSL</b>	40,98,828	2.20
<b>13. Held in dematerialized form in NSDL</b>	18,20,29,553	97.74
<b>14. Physical</b>	90,658	0.05
<b>15. Total No. shares (12+13+14)</b>	18,62,19,039	

**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:**

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 08-01-2019 under						
RSU 2014 Scheme	11735	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU 2015 Scheme	7750					
ESOP 2016 Scheme	13970					

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Allotment on 21-01-2019 under						
RSU 2015 Scheme	1500	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP 2016 Scheme	7960					
Allotment on 28-01-2019 under						
ESOP-2016 Scheme	11560	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 11-02-2019 under						
ESOP-2016 Scheme	17050	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 19-02-2019 under						
RSU 2015 Scheme	750	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP 2016 Scheme	5388					
Allotment on 25-02-2019 under						
ESOP -2016 Scheme	5180	Applied	Yes on BSE & NSE	Yes	Yes	No

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Allotment on 19-03-2019 under						
ESOP -2016 Scheme	39643	Applied	Yes on BSE & NSE	Yes	Yes	No
<b>TOTAL</b>	<b>122486</b>					

\*\*\* 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
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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**

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



AARTHI G KRISHNA  
COMPANY SECRETARY  
C P. NO. 5645

9<sup>th</sup> April, 2019