



13 April 2018

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, Certificates under Regulation 7(3) 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 2018;
- Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31 March 2018;

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

DocuSigned by:

Subramanian Narayan

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Subramanian Narayan
Vice President & Company Secretary

Encl : As above

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Mphasis Limited

Registered Office: Bagmane World Technology Centre, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore
560 048, India. T : +91 080 3352 5000 | CIN : L30007KA1992PLC025294

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

| | |
|--|---|
| 1. For Quarter Ended | 31 st March, 2018 |
| 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 6750 4613 Fax : 080 6695 9943 |
| 8. E-mail Address | subramanian.narayan@mphasis.com |
| 9. Names of the Stock Exchanges where Company's Securities are listed : | <i>Listed on:</i> National Stock Exchange of India Ltd. (NSE) BSE Ltd. (BSE) |

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

| | Number of shares | % of Total Issued Capital |
|--|-------------------------|----------------------------------|
| 10. Issued Capital | 19,32,81,182 | 100.00% |
| 11. Listed Capital(Exchange-wise) * | 19,32,60,182 | 99.99% |
| 12. Held in dematerialized form in CDSL | 11,78,603 | 0.61% |
| 13. Held in dematerialized form in NSDL | 19,19,74,037 | 99.32% |
| 14. Physical | 1,07,542 | 0.06% |
| 15. Total No. shares (12+13+14) | 19,32,60,182 | |

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. appr pending for SE (Specify Names) |
|-------------------------------|---------------|-----------------------------------|---|---------------------------|---------------------------|--|
| Allotment on 17-01-2018 under | | | | | | |
| RSU-2014 Scheme | 2,823 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 3,000 | | | | | |
| ESOP 2016 Scheme | 2,120 | | | | | |
| Allotment on 25-01-2018 under | | | | | | |
| RSU-2014 Scheme | 706 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 1000 | | | | | |
| ESOP 2016 Scheme | 31500 | | | | | |

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

| | | | | | | |
|-------------------------------|--------------|---------|------------------|-----|-----|----|
| Allotment on 06-02-2018 under | | | | | | |
| RSU 2014 | 344 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| ESOP 2016 Scheme | 11800 | | | | | |
| Allotment on 13-02-2018 under | | | | | | |
| RSU-2015 Scheme | 2000 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| Allotment on 20-02-2018 under | | | | | | |
| ESOP 2016 Scheme | 2820 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| Allotment on 26-02-2018 under | | | | | | |
| RSU-2014 Scheme | 706 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| ESOP -2016 Scheme | 760 | | | | | |
| Allotment on 05-03-2018 under | | | | | | |
| RSU-2014 Scheme | 2352 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| Allotment on 12-03-2018 under | | | | | | |
| ESOP -2016 Scheme | 480 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| Allotment on 19-03-2018 under | | | | | | |
| RSU-2014 Scheme | 2823 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 3000 | | | | | |
| ESOP-2016 Scheme | 4300 | | | | | |
| TOTAL | 72534 | | | | | |

*** 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 |
|-----|

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

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

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

- 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.)**

NONE


AARTHI G KRISHNA
COMPANY SECRETARY
C P. NO. 5645



10th April, 2018



10 April 2018

The Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra –Kurla Complex, Bandra (E),
Mumbai-400 051

Dear Sir/Madam,

Sub: Certificate under Regulation 7(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the half year ended 31 March 2018

We, Integrated Registry Management Services Private Limited and Mphasis Limited (CIN:L30007KA1992PLC025294) hereby confirm that Mphasis Limited has appointed '**Integrated Registry Management Services Private Limited**' having its office at No. 30, Ramana Residency, 4th Cross Sampige Road, Malleswaram , Bangalore - 560 003, as its Registrar and Share Transfer Agent (SEBI Registration No. INR000000544)and certify pursuant to Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that Integrated Registry Management Services Private Limited carries out all the activities in relation to both physical share transfers and Dematerialization facility (Electronic share transfer facility) for Mphasis Limited.

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

For **Mphasis Limited**

DocuSigned by:
Subramanian Narayan
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Subramanian Narayan
Vice President & Company Secretary

For **Integrated Registry Management Services Private Limited**

DocuSigned by:
Vijayagopal
457890B8540D403...

Authorised Signatory

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Mphasis Limited

Registered Office: Bagmane World Technology Centre, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India. T : +91 080 3352 5000 | CIN : L30007KA1992PLC025294