

CORPORATE INFORMATION

1. Where and in which year was Mphasis Limited incorporated ?

Mphasis Limited (Mphasis) was incorporated on August 10, 1992 (presently registered with the Registrar of Companies, Karnataka) as a public limited company under the name and style 'BFL Software Limited'. The name of the Company was changed to Mphasis BFL Limited" effective July 25, 2000 and the name of the Company was further changed to Mphasis Limited effective November 24, 2006.

2. What is the registered office of Mphasis Limited ?

Presently, the registered office of the Company is situated at :

Bagmane World Technology Center,
Marathahalli Outer Ring Road, Doddannakhundi Village, Mahadevapura,
Bengaluru-560048, India.
Tel.: +91 080 67505000
Website: www.mphasis.com
Email id: investor.relations@mphasis.com
Corporate Identity Number : L30007KA1992PLC025294

3. In which Stock Exchanges Mphasis shares are listed and what are the stock codes ?

The equity shares of Mphasis Limited are listed on BSE Limited (BSE) and The National Stock Exchange of India Ltd (NSE). The codes are as below :

BSE	526299
NSE	MPHASIS

4. When does the financial year of Mphasis end ?

Mphasis Limited's financial year ends on March 31 of every year.

5. Where can I obtain information on the financial results of Mphasis Limited ?

The quarterly and annual financial results of Mphasis Limited can be accessed at :
<https://www.mphasis.com/home/corporate/investors.html>

EQUITY SHARES INFORMATION

6. When did Mphasis make its initial public offer (IPO) ?

Mphasis made its initial public offer in the year 1993.

7. What is the history of bonus shares ?

Mphasis has issued bonus shares to the shareholders in the ratio of 1:1 during the years 2003, 2004 and 2005.

8. When did the Company last buyback its shares ?

The Company announced its second buyback on 28 September 2018 up to 7,320,555 fully paid-up equity shares of face value of Rs.10 each ("Equity Shares"), representing up to 3.79% of the total paid-up equity share capital of the Company, from all the shareholders/beneficial owners of the Equity Shares of the Company as on the record date i.e., 25 October 2018 on a proportionate basis, by way of tender offer method as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buyback Regulations") through the stock exchange mechanism at a price of Rs. 1,350 per Equity Share for an aggregate amount of up to Rs. 9,882,749,250.00

The buyback opened on 7 December 2018 and closed on 20 December 2018 and the payment to the shareholders were completed on 28 December 2018.

9. What was the dividend paid by the Company during the last five financial years?

The dividend per share paid out during the last five financial years is as below:

Year	Dividend
2017-18	Rs.20/- per share of Rs.10/- each
2016-17	Rs.17/-per share of Rs.10/- each
2015-16	Rs.20/- per share of Rs.10/- each
2014-15	Rs.16/- per share of Rs.10/-each
2013-14**	Rs.7/- per share of Rs.10/- each

**** five months period ended**

10. When does the Company declare dividend ?

The annual dividend, if any, is recommended by the Board which is subject to the approval of shareholders at the Annual General Meeting (AGM), usually held between July to August.

Dividend, if approved, by the shareholders are paid within 30 days of approval.

The last dividend was declared at the 27th Annual General Meeting held on 7 August 2018 which was disbursed on 9 August 2018.

11. Does Mphasis give periodic reminders to the shareholders who have not encashed their dividends ?

Yes, Mphasis sends reminders twice in a year to the shareholders who have not encashed their dividends.

12. When was the last Annual General Meeting (AGM) held ?

The AGM for the financial year ended 2018 was held on 7 August 2018 at Bangalore.

INVESTORS QUERIES

13. How do I record a change in my address?

For physical holdings, the members may send a letter, duly signed by the member/first holder (in case of joint holdings), stating the new address and folio number to the Registrar and Share Transfer Agents :

Manager,
Integrated Registry Management Services Private Limited.
Unit: Mphasis Limited
No. 30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, Bangalore- 560003
Tel: 080- 23460815-18
Fax: 080- 23460819
Email: giri@integratedindia.in

In the case of dematerialized holdings, shareholders are requested to write to their respective Depository Participant (DP) intimating them of the change.

14. Where do I lodge my queries and complaints with regard to shares and dividend ? What is the time frame to redress queries ?

The shareholder/s are requested to lodge their queries and complaints with the Company's Share Transfer Agents :

The Manager,
Integrated Registry Management Services Private Limited.
Unit: Mphasis Limited

No. 30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, Bangalore- 560003
Tel: 080- 23460815-18
Fax: 080- 23460819
Email : giri@integratedindia.in

Shareholders grievances are attended/redressed within one week from the date receipt of the query/complaint.

15. Can past year dividends, the instruments in respect of which, has been lost /misplaced/ not received / expired and which has not been encashed, be claimed?

The dividend in respect of the last seven financial years, can be claimed. The details of the unclaimed dividend can be viewed at <https://www.mphasis.com/home/corporate/investors.html>. In addition, the said information is also available on the MCA website at <http://www.iepf.gov.in/IEPFWebProject/SearchInvestorAction>.

The dividends remaining unclaimed for seven years are transferred to the Investor Education and Protection fund (IEPF). Any such dividend will have to be directly claimed from the IEPF Authorities.

The shareholders are requested to follow the procedure laid down by the IEPF Authorities and submit their request through e-form IEPF-5, with necessary enclosures appropriately. The shareholders may also approach the Company's Share Transfer Agents for any information required on the unpaid dividend/shares transferred to the IEPF Authorities.

16. How do I encash my outdated dividend warrant ?

The outdated dividend warrant/DD together with the letter of request under the shareholder's signature have to be sent to the Company's Share Transfer Agents. Please refer sl.no.13 for the contact details.

17. I have lost my dividend warrant/Demand Draft. How can I obtain a duplicate dividend warrant/demand draft ?

Please approach the Company's Share Transfer Agents to obtain a fresh demand draft in lieu of the original dividend warrant/demand draft lost.

The Share Transfer Agents would send you a letter of undertaking to be duly filled and signed and submitted to them.

18. How to demat the physical shares?

- ⇒ Members will have to open an account with a Depository Participant(DP) and get a unique Client ID number.
- ⇒ To open a demat account, the members are required to approach any of the Indian DP. The list of DPs are updated on a timely basis by the National Securities Depository Limited and Central Depositories Services (India) Limited. Please access https://www.nsdl.co.in/dps_search.php or <https://www.cdslindia.com/dp/dplist.aspx> to obtain the depository participants' list. Once you select your DP, follow the below procedure to open the demat account :
- ⇒ Fill the account opening form (available with your DP).
- ⇒ Submit the duly filled account opening form with proof of identity and proof of address documents as may be required by your DP.
- ⇒ Sign agreement with DP. The agreement will, inter-alia, contain the fee structure of your DP. Your DP would forward you a copy of this signed agreement for your record.
- ⇒ Your DP would provide you "Client ID" No. (Account No.) once your demat account is opened. This 'Client ID' number along-with your 'DP ID' number forms a unique combination. Both these numbers should be quoted in all your future dealings with DP/NSDL/ Company /their Registrar & Transfer (R&T) agent.
- ⇒ To convert your physical shares to demat, request the DP for Demat Request Form.
- ⇒ Fill in the Dematerialisation Request Form (DRF) provided by the DP and surrender the physical shares intended to be dematted and the executed DRF to the DP.
- ⇒ Obtain the acknowledgement for the shares surrendered for Demat.
- ⇒ The DP shall, upon receipt of the shares and the DRF, send an electronic request to the Registrar of the Company through the Depository for confirmation of demat and further process. DP will also send the physical documents to the Registrar's of the Company.
- ⇒ The Registrar's (i.e. Integrated Registry Management Services Private Limited) will process the request and carry the action on the depositories records.
- ⇒ Once the demat corporate action is done by the Registrar, the shares will appear in your Demat Account.
- ⇒ Upon completion of necessary process by the Registrars and the Depositories, a confirmation will be sent to the DP for onward communication to the shareholder.
- ⇒ The members may contact the DP for any further clarifications.

19. Should I Compulsorily hold shares in Demat Form?

Yes, in view of SEBI notification No. SEBI/LAD-NRO/GN/2018/24, dated 8 June 2018 and press release dated 3 December 2018, restricting transfer of shares in physical form effective 1 April 2019, it is essential that the shares be held in the electronic form.

The shareholders holding shares in physical form are recommended to convert their holdings into electronic form.

20. Is PAN a sole identification number for all participants transacting in the securities market?

The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.

Further, SEBI vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April 2018 has advised Companies and RTA to collect copy of PAN and bank account details of the shareholders holding shares in physical form. Accordingly, RTA has sent circular to such shareholders about the requirement.

Hence, shareholders holding shares in physical form, who have not updated their PAN and bank mandate are requested to send a request letter to the Company's Share Transfer Agents. Please refer Sl.No.13 for the contact details of the Share Transfer Agents.

21. How can a member holding single name and physical form make a nomination in respect of his shareholding in the Company?

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.

22. Is there any restriction that nomination once made cannot be changed?

A nomination once made can be revoked by submitting a fresh nomination. If the nomination is made by joint holders, and one of the joint-holders dies, the surviving joint holder/s can make a fresh nomination by revoking the existing nomination.

23. What are the steps that I should take to obtain duplicate share certificates, when I have lost/misplaced my share certificates?

- ⇒ Lodge a complaint with the nearest police station and obtain acknowledgement for the same.
- ⇒ Simultaneously, send a letter of request mentioning the registered folio number and signature of the shareholder/s intimating the loss of shares to The Company's Share Transfer Agents (refer sl.no.13 for contact details). Please attach the FIR acknowledgement.
- ⇒ The Share Transfer Agents will scrutinize the request and inform the further documents required for issuance of duplicate share certificate/s in lieu of the original reported lost/misplaced.

- ⇒ Once the required documents are submitted by the shareholder and duly verified & found in order, the Company will proceed with issuance of advertisement in a widely circulated newspaper giving 15 days notice to the public to produce objections, if any, for issue of duplicate share certificate
- ⇒ If no objection is received, the Company will issue the duplicate share certificate to the shareholder.

24. Where do I lodge my request for transfer of physical shares?

The request for transfer of shares along with the original share certificates have to be sent to the Registrar and Share Transfer Agents before 1 April 2018 to:

Manager,
Integrated Registry Management Services Private Limited.
Unit: Mphasis Limited
No. 30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, Bangalore- 560003
Tel: 080- 23460815-18
Fax: 080- 23460819
Email: giri@integratedindia.in

25. In the event of death of one of the Joint- shareholder/s, how do the surviving shareholders get the shares in their names?

The surviving shareholder/s are required to submit a request letter supported by a self attested copy of pan card of all surviving holders, an attested copy of the Death Certificate of the deceased shareholder and the relevant share certificates together with the request for transmission.

The Company, on receipt of the said documents, will delete the name of deceased shareholder from its records and return the share certificates to the applicant/registered holder with the necessary endorsement.

26. If a shareholder who held shares in his sole name dies without leaving a will, how can his legal heir/s (either husband/wife/son/daughter, etc.) get the shares transmitted in their names?

The legal heirs are required to obtain a Succession Certificate or Letter of Administration with respect to the shares. A true copy of the same, duly attested by the Court Officer or Notary, should be sent to the Company or Registrar and share transfer agents along with a request letter, pan card of all the claimants, request letter and all original share certificates for transmission in their favour.

27. If the shareholder dies and leaves a Will, how do the legal heir/s get the shares transmitted in their names?

The legal heirs are required to get the Will probated by the High Court/District Court of competent jurisdiction and then send us a probated copy of the Will. This should be accompanied by a relevant schedule/annexure setting out the details of the shares, the relevant share certificates in original, the transmission form for transmission, self attested pan card, no objection letter signed by the remaining legal heirs and address proofs of all the claimants. All the documents have to be attested by a gazetted officer or notarised.

28. How to get their shares transmitted, in case of demise of all the joint holders ?

The legal heirs should obtain a Succession Certificate/Letter of Administration of the last deceased joint holder in favour of the applicant and follow the procedure for transmission of shares.

29. My shares are transferred to the Company's Unclaimed Suspense Account. What is the procedure to claim the shares and the accrued dividend ?

- ⇒ The shares lying in the Mphasis Limited Unclaimed Suspense Account can be claimed by the shareholder by submitting a request letter to the Company's Share Transfer Agents.
- ⇒ Please refer Sl.No.13 for the contact details of the Share Transfer Agents.
- ⇒ The Share Transfer Agent would advise the formalities connected with claiming the shares and the accrued dividends.
- ⇒ Upon receipt of the required documents and found to be in order, duplicate share certificate/s will be issued. Fresh demand draft/s will be issued by the bank.

30. Where do the Investors find the Annual Reports of the Company ?

The Annual Reports are hosted on the website of the Company. The same can be downloaded from <https://www.mphasis.com/home/corporate/investors.html> under investors section.

31. Whom should the shareholder approach in case of non receipt of Annual Report/s ?

In case of non receipt of Annual Report/s, the shareholder is requested to approach the Company's Share Transfer Agents at :

The Manager,
Integrated Registry Management Services Private Limited.
Unit: Mphasis Limited

No. 30, Ramana Residency, 4th Cross, Sampige Road,
 Malleswaram, Bangalore- 560003
 Tel: 080- 23460815-18
 Fax: 080- 23460819
 Email: giri@integratedindia.in

32. Where can the shareholder access Company's Corporate Governance Policies ?

The Company's Corporate Governance Policies are hosted on the website of the Company. The same can be downloaded from <https://www.mphasis.com/home/corporate/investors.html> under corporate governance section.

33. What are the timeline for service of requests from the shareholders?

The following are the timeline adopted by the Company for attending to the shareholders requests

Nature of Correspondence	Max. No. of days taken to redress the query/complaint
Change of Address/Bank Mandate	7
Registration of Email ID	7
Registration of ECS Mandate	7
Revalidation of Dividend Warrants	15
Non receipt of Dividend Warrants*	7
Stop Transfers	7
Power of Attorney/Nomination Registrations	7
Correction of Name	7
Requests for Issue of Duplicate Share Certificates	Within 30 days from the date of receipt of all valid documents
Transfer/Deletion/Transmission/Rematerialisation of shares/Transposition/Consolidation of Share Certificate	15
Non-receipt of Share Certificates etc.	7
SEBI/Stock Exchange Complaint	2
Request for shares kept under suspense account	Within 30 days from the date of receipt of all valid documents
Non receipt of Annual Report	7
Request for physical copies of Annual Report	2
Request for registration of proxy/representation for AGM	2