



10 January 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 December 2018.

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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RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended	31 st December, 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)

	Number of shares	% of Total Issued Capital
10. Issued Capital	18,61,16,853	100.00
11. Listed Capital(Exchange-wise)	18,60,96,553	99.99
12. Held in dematerialized form in CDSL	41,60,153	2.24
13. Held in dematerialized form in NSDL	18,18,40,943	97.70
14. Physical	95,457	0.05
15. Total No. shares(12+13+14)	18,60,96,553	

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

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)
Buy-back of Equity Shares#	73,20,555	NA	BSE Limited & National Stock Exchange of India Limited	Yes	Yes	NA

#Extinguishment/destruction of Equity Shares accepted under buyback, comprising of 73,20,501 Equity shares in dematerialized form and 54 equity shares in physical process completed on December 28, 2018.

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

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

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AARTHI G KRISHNA
COMPANY SECRETARIES

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

Buy-back of 73,20,555 Equity Shares of Rs. 10/- each from Equity Shareholders of the Company as on the Record Date on 25th October, 2018 on proportionate basis, through Tender Offer Method at a Price of Rs. 1350/- per Share.



AARTHI G KRISHNA
COMPANY SECRETARY
C P. NO. 5645

8th January, 2019