



16 October 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 for the quarter ended 30 September 2019

Please find enclosed herewith the Reconciliation of Share Capital Audit Report obtained from the Practicing Company Secretary, Ms. Aarthi G Krishna pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and amendments thereof for the quarter ended 30 September 2019.

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

DocuSigned by:

Subramanian Narayan

864FB8DBFAE44A7...



Subramanian Narayan
Vice President and Company Secretary

Encl : a/a

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

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

Phone : 23603320/21
4128 1966
Email : rajaarthi.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

- | | |
|---|--|
| 1. For Quarter Ended | 30 th September, 2019 |
| 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, Doddanekundi
Village, Mahadevapura
Bengaluru – 560 048 |
| 6. Correspondence Address | Bagmane World Technology Center,
Marathalli Outer Ring Road, Doddanekundi
Village, Mahadevapura
Bengaluru – 560 048 |
| 7. Telephone & Fax Nos. | Tel : 080 6750 4613 |
| 8. E-mail Address | subramanian.narayan@mphasis.com |
| 9. Names of the Stock Exchanges where Company's Securities are listed : | <u>Listed on:</u>
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	18,63,77,079	100.00
11. Listed Capital (Exchange-wise) *	18,63,56,779	99.99
12. Held in dematerialized form in CDSL	43,45,657	2.33
13. Held in dematerialized form in NSDL	18,19,34,764	97.62
14. Physical	76,358	0.04
15. Total No. shares (12+13+14)	18,63,56,779	

**trading approval for 2,960 shares allotted on 23.09.2019 was received on 1st October, 2019*

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. appr pending for SE (Specify Names)
Allotment on 03-07-2019 under						
RSU 2015 Scheme	750	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP 2016 Scheme	6800					
Allotment on 30-07-2019 under						
RSU 2014 Scheme	502	Applied	Yes on BSE & NSE	Yes	Yes	No

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

RSU 2015 Scheme	1236	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP-2016 Scheme	13567					
Allotment on 19-08-2019 under						
ESOP 2016 Scheme	3116	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 04-09-2019 under						
RSU 2014 Scheme	1261	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU 2015 Scheme	750					
ESOP 2016 Scheme	11852					
Allotment on 16-09-2019 under						
ESOP 2016 Scheme	1060	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 23-09-2019 under						
ESOP -2016 Scheme	2960	Applied	Yes ** on BSE & NSE	Yes	Yes	No
TOTAL	43854					

***trading approval was received on 1st October, 2019*

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

K RAJSHEKAR
AARTHI G KRISHNA
 COMPANY SECRETARIES

- 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, 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
 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

UDIN: F005706A000056097

11th October, 2019