

7 April 2016

The Listing Manager
Bombay Stock Exchange Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 0 01

Dear Sirs,

SUB: Submission of Investor's Compliant Report, Reconciliation of Share Capital Audit Report and Certificate under Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to the Listing Regulations and SEBI (Depositories and Participants) Regulations, 1996 and amendments thereof and enclose the following :

- a) Investor's complaints Report under 13 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the quarter ended 31 March 2016 ;
- b) Reconciliation of share Capital Audit Report for the quarter ended 31 March 2016 ;
- c) Certificate under Regulation 40(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the half year ended 31 March 2016.

We Request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Mphasis Limited



A Sivaram Nair
EVP, Company Secretary,
General Counsel & Ethics Officer



**STATEMENT OF INVESTOR'S COMPLAINTS OF THE COMPANY
FOR THE QUARTER ENDED 31 MARCH, 2016.**

No. of Investors Complaint pending as at 1 January 2016	No. of Investors Complaint received during the Quarter	No. of Investors Complaint disposed during the Quarter	No. of Investors Complaint unresolved as at 31 March 2016
Nil	Nil	Nil	Nil

For Mphasis Limited



A Sivaram Nair
EVP, Company Secretary,
General Counsel & Ethics Officer



Date: 7 April 2016



RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31st March, 2016
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 3352 4541, 4004 1045
Fax : 080 6695 9943
8. E-mail Address : Sivaram.Nair@mphasis.com
9. Names of the Stock Exchanges where Company's Securities are listed : Listed on:
National Stock Exchange of India Ltd. (NSE)
Bombay Stock Exchange Ltd. (BSE)



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AARTHI G KRISHNA
COMPANY SECRETARIES

10. Issued Capital
11. Listed Capital(Exchange-wise)
12. Held in dematerialized form in CDSL
13. Held in dematerialized form in NSDL
14. Physical
15. Total No. shares(12+13+14)

Number of shares	% of Total Issued Capital
21,02,08,117	100.00%
21,01,87,117	99.99%
10,24,872	0.49%
20,90,16,575	99.44%
1,45,670	0.06%
21,01,87,117	

16. Reasons for difference if any, between(10&11), (10&15), (11&15)

Difference between(10&11),(10&15):
21000 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 under RSU-2014 Scheme on 04.01.2016	1,626	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment under RSU-2014 Scheme on 25.01.2016	1,084	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment under RSU-2014 Scheme on 01.02.2016	1,787	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment under RSU-2014 Scheme on 08.02.2016	8,128	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment under ESOP-1998(Vr. II) Scheme on 15.02.2016	400	Applied	Yes on BSE & NSE	Yes	Yes	No



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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 under RSU-2014 Scheme on 23.02.2016	2,232	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment under RSU-2014 Scheme on 02.03.2016	949	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment under ESOP-1998(Vr. II) Scheme on 02.03.2016	840	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment under RSU-2014 Scheme on 07.03.2016	200	Applied	Yes on BSE & NSE	Yes	Yes	No

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

18. Register of Members is updated(Yes/ No)

Yes
N.A

If not, updated upto which date

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	---	---



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COMPANY SECRETARIES

22. Name, Telephone & Fax No. of the Compliance Officer of the Company

A. Sivaram Nair
EVP, Company Secretary,
General Counsel & Ethics Officer
Mphasis Limited
Bagmane World Technology Center,
Marathalli Outer Ring Road,
Doddannakhundhi Village, Mahadevapura
Bengaluru - 560 048
Tel : 080 3352 4541 4004 1045
Fax : 080 6695 9943

23. Name, Address, Tel. & Fax No. Regn. No. of the Auditor


Aarthi G Krishna
Company Secretary
104, 1st Floor, 4th Main, 10th Cross,
Malleswaram, Bengaluru - 560 003
CP. No. 5645
Tel : 080 2344 3712, 080 4128 1966
Fax : 080 2356 3321

24. Appointment of common agency for share registry work. If yes(name & address)

Integrated Enterprises (India) Limited
30, Ramana Residency
4th Cross, Sampige Road
Malleswaram, Bengaluru - 560 003
Tel : 080 23460815

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



Date : 07th April, 2016
Place: Bengaluru

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARY

22/04/2016 11:11:11 AM
CP No. 5645
PCS No. 2204
Bangalore
AARTHI G KRISHNA
COMPANY SECRETARY

**CERTIFICATE UNDER REGULATION 40(9) OF SEBI (LISTING OBLIGATIONS
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

FOR THE HALF YEAR ENDED 31ST MARCH, 2016

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **Mphasis Limited** maintained by **Integrated Enterprises (India) Limited** pertaining to transfer of equity shares of the company for the period from **1st October, 2015 to 31st March, 2016** for the purpose of issuing a Certificate as per Regulation 40(9) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on **31st March, 2016**:

- A) Share Certificate(s) relating to the transfer of Shares received during the period from **1st October, 2015 to 31st March, 2016** as entered in the Memorandum of Transfers have been issued within Thirty days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.
- B) Any other information, if applicable - NIL

Date : 07.04.2016
Place: BANGALORE





AARTHI G KRISHNA
COMPANY SECRETARY
CP. NO.5645