

10 October 2017

The Listing Manager
BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 001

Dear Sirs,

SUB: Submission of Reconciliation of Share Capital Audit Report and Certificate under Regulation 40(9) 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 30 September 2017 ;
- Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30 September 2017.

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



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



Encl.- As above



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, 2017 |
| 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 : | <u>Listed on:</u> National Stock Exchange of India Ltd. (NSE) BSE Ltd. (BSE) |



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| | Number of shares | % of Total Issued Capital |
|---|------------------|---------------------------|
| 10. Issued Capital | 19,31,86,388 | 100.00% |
| 11. Listed Capital(Exchange-wise) * | 19,31,65,388 | 99.98% |
| 12. Held in dematerialized form in CDSL | 8,58,311 | 0.43% |
| 13. Held in dematerialized form in NSDL | 19,21,80,833 | 99.49% |
| 14. Physical | 1,26,244 | 0.06% |
| 15. Total No. shares(12+13+14) | 19,31,65,388 | |

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:

*** 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) |
|-------------------------------|---------------|-----------------------------------|---|---------------------------|---------------------------|---|
| Allotment on 06.07.2017 under | | | | | | |
| RSU-2014 Scheme | 7116 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 32000 | | | | | |
| ESOP 1998-Version II Scheme | 400 | | | | | |
| Allotment on 01.08.2017 under | | | | | | |
| RSU-2014 Scheme | 1882 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 9450 | | | | | |
| Allotment on 09.08.2017 under | | | | | | |
| RSU-2014 Scheme | 1172 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 100 | | | | | |
| ESOP 1998-Version II Scheme | 2400 | | | | | |

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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 on 21.08.2017 under | | | | | | |
| RSU-2014 Scheme | 8460 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 18600 | | | | | |
| Allotment on 29.08.2017 under | | | | | | |
| RSU-2015 Scheme | 750 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| Allotment on 07.09.2017 under | | | | | | |
| RSU-2014 Scheme | 3764 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 4500 | | | | | |
| Allotment on 19.09.2017 under | | | | | | |
| RSU-2014 Scheme | 3293 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU-2015 Scheme | 7000 | | | | | |
| TOTAL | 100,887 | | | | | |

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 | --- | --- |



K RAJSHEKAR
AARTHI G KRISHNA
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 : 6695 9943

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

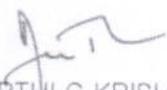
Aarthi G Krishna
Company Secretary
1st Floor, 328/B, 14th Cross, 5th Main, Sadashivanagar
Bengaluru-560 0080
Tel : 080 2360 3320/21; 4128 1966;
CP. No. 5645

**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

**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



9th October, 2017



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

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

FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **Mphasis Limited** maintained by **Integrated Registry Management Services Private Limited** pertaining to transfer of equity shares of the company for the period from **1st April, 2017 to 30th September, 2017** 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 **30th September, 2017:**

- A) Share Certificate(s) relating to the transfer of Shares received during the period from **1st April, 2017 to 30th September, 2017** 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 : 09.10.2017

Place: BENGALURU


AARTHI G KRISHNA
COMPANY SECRETARY
CP. NO.5645

