



10 July 2024

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 June 2024

Please find enclosed the Reconciliation of Share Capital Audit Report obtained from the Practicing Company Secretary, pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 30 June 2024.

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



Subramanian Narayan
Senior Vice President and Company Secretary

DocuSigned by:
Subramanian Narayan
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Encl: As above

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K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

219,15TH MAIN, RMV EXTN
SADASHIVANAGAR,
BENGALURU – 560 080.

Phone : 23603320
4128 1966

Email : rajaarthi.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

| | |
|--|--|
| 1. For Quarter Ended | 30 th June, 2024 |
| 2. ISIN | INE356A01018 |
| 3. Face Value | Rs. 10/- each |
| 4. Name of the Company | Mphasis Limited |
| 5. Registered Office Address | Bagmane World Technology Center, Marathahalli Outer Ring Road, Doddanekundi Village, Mahadevapura Bengaluru – 560 048 |
| 6. Correspondence Address | Bagmane World Technology Center, Marathahalli 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) |

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 COMPANY SECRETARIES

| | Number of shares | % of Total Issued Capital |
|--|------------------|---------------------------|
| 10. Issued Capital | 18,91,12,083 | 100.00 |
| 11. Listed Capital (Exchange-wise) | 18,90,92,483 | 99.99 |
| 12. Held in dematerialized form in CDSL | 67,17,193 | 3.56 |
| 13. Held in dematerialized form in NSDL | 18,23,30,038 | 96.41 |
| 14. Physical | 45,252 | 0.02 |
| 15. Total No. shares (12+13+14) | 18,90,92,483 | |

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

Difference between (10&11) (10&15):
 19,600 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 08-04-2024 under | | | | | | |
| ESOP 2016 Scheme | 2,200 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU Plan 2021 | 311 | | | | | |
| Allotment on 08-05-2024 under | | | | | | |
| ESOP 2016 Scheme | 13,984 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU Plan 2021 | 1,781 | | | | | |

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

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 COMPANY SECRETARIES

| | | | | | | |
|-------------------------------|---------------|---------|------------------|-----|-----|----|
| Allotment on 23-05-2024 under | | | | | | |
| ESOP-2016 Scheme | 12,128 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| RSU Plan 2021 | 6,828 | | | | | |
| Allotment on 20-06-2024 under | | | | | | |
| ESOP-2016 Scheme | 57,252 | Applied | Yes on BSE & NSE | Yes | Yes | No |
| Total | 94,484 Shares | | | | | |

**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 | --- | --- |

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K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

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

Subramanian Narayan
Senior Vice President & Company Secretary
Mphasis Limited
Bagmane World Technology Center,
Marathahalli 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
219, 15th Main, RMV Extn
Sadashivanagar
Bengaluru-560 080
Tel: 080 2360 3320; 4128 1966
CP. No. 5645

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

Integrated Registry Management Services Pvt. Ltd.
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.)**

BCP Topco IX Pte Ltd (Promoter) sold
28,500,000 shares on 10th June 2024
and the current shareholding is
76,299,642 equity shares (i.e. 40.35%)



COMPANY SECRETARY
C P. NO. 5645
UDIN: F005706E000703579
Peer Review Cert# 1110/2021
9th July, 2024

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Subramanian Narayan

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