

11 January 2018

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

We refer to the SEBI (Depositories and Participants) Regulations, 1996 and amendments thereof and enclose the Reconciliation of Share Capital Audit Report for the quarter ended 31 December 2017.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Mphasis Limited


Subramanian Narayan
Vice President & Company Secretary

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	31 st December, 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 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 :	<u>Listed on:</u> National Stock Exchange of India Ltd. (NSE) BSE Ltd. (BSE)



[Handwritten Signature]

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AARTHI G KRISHNA
COMPANY SECRETARIES

	Number of shares	% of Total Issued Capital
10. Issued Capital	19,32,08,648	100.00%
11. Listed Capital(Exchange-wise) *	19,31,87,648	99.99%
12. Held in dematerialized form in CDSL	11,55,350	0.60%
13. Held in dematerialized form in NSDL	19,19,20,754	99.33%
14. Physical	1,11,544	0.06%
15. Total No. shares(12+13+14)	19,31,87,648	

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:

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 16. 10.2017 under						
RSU-2015 Scheme	6650	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 22.11.2017 under						
RSU-2015 Scheme	1500	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 07.12.2017 under						
RSU 2014 Scheme	7110	Applied	Yes on BSE & NSE	Yes	Yes	No
RSU 2015 Scheme	7000					
TOTAL	22,260					

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



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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 (w.e.f 1st November, 2017)
Vice President & Company Secretary
A. Sivaram Nair (upto 31st October, 2017)
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 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 0080

Tel : 080 2360 3320/21; 4128 1966;
CP. No. 5645



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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



10th January, 2018.

