

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

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4128 1966

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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

