

23 December 2016

The Listing Manager
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

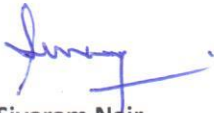
Sub: Closure of Trading Window

We wish to inform you that the trading window of the Company, under our Code of Conduct for prevention of Insider Trading, will remain closed for the Covered Persons* effective 23 December 2016 and shall open 48 hours after the announcement of financial results of Mphasis Limited and Group for the quarter ended 31 December 2016.

We request you to kindly take the above on your record.

Thanking You,

Yours faithfully,
For **Mphasis Limited**



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



***Covered Persons** under Mphasis Code of Conduct for prevention of Insider Trading includes:

- a. Directors of the Company
- b. Key Managerial Personnel
- c. Executive Management of the Group (i.e. Presidents, Group Chief Financial Officer and Group Chief Human Resource Officer and persons directly reporting to the Chief Executive Officer of the Company)
- d. All employees of the Finance, Audit, Strategy, Corporate Communications, Legal and Secretarial Departments across the Group having access to Unpublished Price Sensitive Information
- e. Employees of statutory and internal audit firms that are part of the audit team for Mphasis' audit;
- f. Directors, partners, proprietors, employees and other persons of legal, accountancy, banking, brokerage, printing firms and other professional / consultants/ vendors, Analysts, Merchant bankers having access to Unpublished Price Sensitive information.
- g. Persons Deemed as Covered Persons as per the Mphasis Code of Conduct for Prevention of Insider Trading.

Mphasis Limited

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