

22 May 2015

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

Dear Sir,

Sub: Confirmation under SEBI (Prohibition of Insider Trading) Regulations, 2015 notified effective 15 May 2015

Ref: SEBI Circular CIR/ISD/01/2015 dated 11 May 2015

We refer to the SEBI (Prohibition of Insider Trading) Regulations, 2015 notified effective 15 May 2015 and the captioned SEBI Circular. In this regard, we wish to inform you that the Board of Directors of the Company, at its meeting held on today, at Santa Clara, California, USA, have considered and approved the following effective 15 May 2015:

1. Code of Conduct for Prevention of Insider Trading formulated in terms of regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015; and
2. Policy for Fair Disclosure of Unpublished Price Sensitive Information formulated in terms of regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The above formulated documents are being uploaded on the website of the Company www.mphasis.com.

Thanking You,

Yours faithfully,
For **Mphasis Limited**


A. Sivaram Nair
Executive Vice President, Company Secretary,
General Counsel & Ethics Officer