

Statement of Consolidated Audited Financial Results for the Quarter and Nine months ended 31 July 2012

Sr. No.	Particulars	31 July 2012	Quarter ended 30 April 2012	31 July 2011	Nine months ended 31 July 2012	31 July 2011	Year ended 31 October 2011
1	Net Sales/Income From Operations (Refer Note 3)	1,35,512	1,32,887	1,29,363	405,117	378,420	509,796
2	Expenses						
	(a) Purchases of Stock - in - trade	343	1,497	-	4,615	-	2,189
	(b) Changes in Inventories of Stock - in - Trade	597	(597)	-	-	-	-
	(c) Employee Benefits Expense (Refer Note 4)	79,373	76,761	76,736	237,730	215,299	296,102
	(d) Depreciation and Amortisation Expense	4,147	4,542	4,403	13,375	11,375	15,516
	(e) Other Expenses (Refer Note 5)	28,453	29,098	27,462	84,670	88,138	113,052
	Total Expenses	112,913	111,301	108,601	340,390	314,812	426,859
3	Profit from operations before other income and finance costs (1-2)	22,599	21,586	20,762	64,727	63,608	82,937
4	Other Income	4,837	4,057	4,482	12,515	13,003	18,012
5	Profit before finance costs (3+4)	27,436	25,643	25,244	77,242	76,611	100,949
6	Finance Costs	425	653	190	1,320	276	490
7	Profit before tax (5-6)	27,011	24,990	25,054	75,922	76,335	100,459
8	Tax Expense (Refer Note 6)	6,137	6,047	5,574	17,621	12,456	18,277
9	Net Profit after tax (7-8)	20,874	18,943	19,480	58,301	63,879	82,182
10	Paid-up equity share capital	21,011	21,011	21,004	21,011	21,004	21,004
11	Reserve excluding Revaluation Reserves as per the Balance Sheet (Refer Note 8)	431,879	407,426	371,760	431,879	371,760	368,975
12	Earnings Per Share (of ₹10/- each)/(not annualised):						
	(a) Basic (₹)	9.94	9.02	9.28	27.75	30.42	39.14
	(b) Diluted (₹)	9.92	9.00	9.25	27.70	30.33	39.02

Select Information for the Quarter and Nine months ended 31 July 2012.

Sr. No.	Particulars	31 July 2012	Quarter ended 30 April 2012	31 July 2011	Nine months ended 31 July 2012	31 July 2011	Year ended 31 October 2011
A	PARTICULARS OF SHAREHOLDING						
1	Public share holding						
	- Number of Shares	82,997,951	82,994,930	82,927,933	82,997,951	82,927,933	82,929,779
	- Percentage of shareholding	39.50%	39.50%	39.48%	39.50%	39.48%	39.48%
2	Promoters and Promoter Group Shareholding						
	(a) Pledged/Encumbered						
	- Number of Shares	-	-	-	-	-	-
	- Percentage of Shares (as a % of the Total Shareholding of the Promoter and Promoter Group)	-	-	-	-	-	-
	(b) Non-Encumbered						
	- Number of Shares	127,106,266	127,106,266	127,106,266	127,106,266	127,106,266	127,106,266
	- Percentage of Shares (as a % of the Total Shareholding of the Promoter and Promoter Group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	- Percentage of Shares (as a % of the Total Share Capital of the Company)	60.50%	60.50%	60.52%	60.50%	60.52%	60.52%

2/2

Statement of Consolidated Audited Financial Results for the Quarter and Nine months ended 31 July 2012

PARTICULARS		Quarter ended 31 July 2012						
		Quarter ended		Nine months ended			Year ended	
		31 July 2012	30 April 2012	31 July 2011	31 July 2012	31 July 2011	31 October 2011	
B	INVESTOR COMPLAINTS							
	Pending at the beginning of the Quarter	-	-					
	Received during the Quarter	2						
	Disposed off during the Quarter	2						
	Remaining unresolved at the end of the Quarter	-						
Segment wise Revenue Results and Capital Employed for the Quarter and Nine months ended 31 July 2012								
Sr. No.	Particulars	Quarter ended		Nine months ended			Year ended	
		31 July 2012	30 April 2012	31 July 2011	31 July 2012	31 July 2011	31 October 2011	
1	Segment Revenue	36,378	34,422	31,780	106,486	96,859	131,003	
	Banking and Capital Market	16,108	15,369	12,109	47,300	36,025	50,756	
	Insurance	37,700	34,939	38,418	110,470	105,093	140,012	
	Information Technology, Communication and Entertainment	50,348	50,552	45,799	150,850	136,376	185,000	
	Emerging Industries	(5,022)	(5,022)	1,257	(9,989)	4,067	3,025	
	Unallocated - Hedge	135,512	132,887	129,363	405,117	378,420	509,796	
2	Segment Results							
	Banking and Capital Market	12,761	10,804	6,772	33,020	21,183	29,750	
	Insurance	4,484	3,929	2,016	12,405	8,232	11,645	
	Information Technology, Communication and Entertainment	8,602	8,035	12,699	25,036	30,729	38,977	
	Emerging Industries	14,796	13,652	8,457	41,476	30,052	42,103	
	Unallocated - Hedge	(5,022)	(2,395)	1,257	(9,989)	4,067	3,025	
	Interest Income	35,621	34,025	31,201	101,968	94,263	125,500	
	Finance Costs	166	167	38	451	260	313	
	Other unallocable expenditure, net of unallocable income	425	653	190	1,320	276	490	
	Profit before tax	8,351	8,549	5,995	25,177	17,912	24,864	
		27,011	24,990	25,064	75,922	76,335	100,469	
3	Capital Employed (Segment Assets-Segment Liabilities)							
	Banking and Capital Market	25,171	24,241	26,255	25,171	26,255	25,691	
	Insurance	6,847	7,289	5,923	6,847	5,923	8,669	
	Information Technology, Communication and Entertainment	30,191	28,154	28,309	30,191	28,309	27,350	
	Emerging Industries	36,281	36,568	33,462	36,281	33,462	33,521	
	Unallocated	354,400	332,185	298,615	354,400	298,615	294,728	
		452,890	428,437	392,764	452,890	388,979	509,796	

 MphasIS Limited Registered Office: Bagmane Technology Park, Byrasanra, CV Raman Nagar, Bangalore - 560093		Amounts in ₹ Lakhs unless otherwise stated				
Statement of Standalone Audited Financial Results for the Quarter and Nine months ended 31 July 2012						
Sr.No.	Particulars	31 July 2012	Quarter ended 30 April 2012	31 July 2011	Nine months ended 31 July 2011	Year ended 31 October 2011
1	Net Sales/Income From Operations (Refer Note 2)	85,912	86,570	91,660	259,322	340,413
2	Expenses					
	(a) Purchases of Stock - in-trade	343	1,497	-	4,615	2,189
	(b) Changes in Inventories of Stock - in-Trade	597	(597)	-	-	-
	(c) Employee Benefits Expense (Refer Note 3)	38,102	36,927	41,466	114,063	157,262
	(d) Depreciation and Amortisation Expense	2,842	2,960	3,168	7,910	10,661
	(e) Software Development Charges	17,231	15,173	10,366	46,197	43,828
	(f) Other Expenses (Refer Note 4)	11,716	14,388	14,049	38,151	51,281
	Total Expenses	70,831	70,348	69,079	214,847	265,221
3	Profit from operations before other income and finance costs (1-2)	15,081	16,222	22,581	44,475	75,192
4	Other Income	4,139	3,583	4,244	10,701	16,188
5	Profit before finance costs (3+4)	19,220	19,805	26,825	55,176	91,380
6	Finance Costs	342	566	147	1,101	222
7	Profit before tax (5-6)	18,878	19,239	26,678	54,075	91,158
8	Tax Expense (Refer Note 5)	3,326	4,766	4,909	9,289	12,957
9	Net Profit after tax (7-8)	15,552	14,473	21,769	44,786	78,201
10	Paid-up equity share capital	21,011	21,011	21,004	21,004	21,004
11	Reserve excluding Revaluation Reserves as per the Balance Sheet (Refer Note 7)	356,929	342,438	333,312	356,929	319,792
12	Earnings Per Share (of ₹10/- each)(not annualised) : (a) Basic (₹) (b) Diluted (₹)	7.40 7.39	6.89 6.88	10.36 10.34	21.32 21.28	30.77 30.68

Select Information for the Quarter and Nine months ended 31 July 2012.

Particulars		Quarter ended		Nine months ended		Year ended	
Sr.No.	Particulars	31 July 2012	30 April 2012	31 July 2011	31 July 2011	31 October 2011	31 October 2011
A	PARTICULARS OF SHAREHOLDING						
1	Public share holding						
	- Number of Shares	82,997,951	82,994,930	82,927,933	82,927,933	82,929,779	
	- Percentage of shareholding	39.50%	39.50%	39.48%	39.50%	39.48%	
2	Promoters and Promoter Group Shareholding						
	(a) Pledged/Encumbered						
	- Number of Shares	-	-	-	-	-	
	- Percentage of Shares (as a % of the Total Shareholding of the Promoter and Promoter Group)	-	-	-	-	-	
	(b) Non-Encumbered						
	- Number of Shares	127,106,266	127,106,266	127,106,266	127,106,266	127,106,266	
	- Percentage of Shares (as a % of the Total Shareholding of the Promoter and Promoter Group)	100.00%	100.00%	100.00%	100.00%	100.00%	
	- Percentage of Shares (as a % of the Total Share Capital of the Company)	60.50%	60.50%	60.52%	60.50%	60.52%	

21/7



Mphasis Limited
Registered Office: Bagmane Technology Park, Byasandra, CV Raman Nagar, Bangalore - 560093

Statement of Standalone Audited Financial Results for the Quarter and Nine months ended 31 July 2012

Amounts in ₹ Lakhs unless otherwise stated

Sr.No.	PARTICULARS	Segment wise Revenue Results and Capital Employed for the Quarter and Nine months ended 31 July 2012						
		Quarter ended			Nine months ended			Year ended
		31 July 2012	30 April 2012	31 July 2011	31 July 2012	31 July 2011	31 July 2011	
B	INVESTOR COMPLAINTS							
	Pending at the beginning of the Quarter		-					
	Received during the Quarter		2					
	Disposed off during the Quarter		2					
	Remaining unresolved at the end of the Quarter		-					
1 Segment Revenue								
	Banking and Capital Market	17,014	17,225	17,319	52,022	52,576	52,576	68,641
	Insurance	10,923	10,228	9,617	31,281	28,516	28,516	39,252
	Information Technology, Communication and Entertainment	26,288	24,202	28,982	76,970	70,874	70,874	94,273
	Emerging Industries	36,453	37,252	34,495	109,595	100,539	100,539	135,163
	Unallocated - Hedge	(4,768)	(2,337)	1,247	(9,546)	1,057	1,057	3,084
		85,912	86,570	91,660	293,322	256,562	256,562	340,413
2 Segment Results								
	Banking and Capital Market	4,552	4,759	3,350	12,433	9,759	9,759	10,724
	Insurance	3,395	2,895	1,877	8,854	7,845	7,845	10,943
	Information Technology, Communication and Entertainment	6,437	5,923	12,200	18,742	25,450	25,450	30,674
	Emerging Industries	11,346	10,923	9,240	31,227	29,947	29,947	39,853
	Unallocated - Hedge	(4,768)	(2,337)	1,247	(9,546)	4,057	4,057	3,084
		20,964	22,163	27,914	61,710	77,058	77,058	95,278
	Interest Income	141	147	8	370	158	171	171
	Finance Costs	342	566	147	1,101	147	147	222
	Other unallocable expenditure, net of unallocable income	1,885	2,505	1,097	6,904	3,290	3,290	4,069
	Profit before tax	18,878	19,239	26,678	54,075	73,779	73,779	91,158
3 Capital Employed (Segment Assets-Segment Liabilities)								
	Banking and Capital Market	11,605	11,861	18,957	11,605	18,957	18,957	14,921
	Insurance	14,937	12,922	6,159	14,937	6,159	6,159	7,367
	Information Technology, Communication and Entertainment	22,743	20,749	25,746	22,743	25,746	25,746	30,136
	Emerging Industries	41,025	38,440	35,215	41,025	35,215	35,215	38,655
	Unallocated	287,630	279,477	268,239	287,630	268,239	268,239	249,517
		377,940	363,449	354,316	377,940	354,316	354,316	340,796

Notes:

- The above results were taken on record at the Board Meeting held on 29 August 2012.
- Revenues for the quarter and nine months ended 31 July 2012 includes reversal of credit notes pertaining to earlier period which are no longer required amounting to ₹ Nil and ₹ Nil (quarter and nine months ended 31 July 2011: ₹ 6,656 and ₹ 6,656) respectively.
- Employee Benefits Expense for the quarter and nine months ended 31 July 2012 are net of reversal of certain provisions which are no longer required amounting to ₹ Nil and ₹ Nil (quarter and nine months ended 31 July 2011: ₹ 1,286 and ₹ 4,521) respectively.
- Other Expenses for the quarter and nine months ended 31 July 2012 are net of reversal of certain provisions which are no longer required amounting to ₹ Nil and ₹ Nil (quarter and nine months ended 31 July 2011: ₹ 1,103 and ₹ 5,863) respectively.
- Tax expense for the quarter and nine months ended 31 July 2012 is net of reversal of provision for earlier years amounting to ₹ Nil and ₹ 1,800 (quarter and nine months ended 31 July 2011 ₹ Nil and ₹ Nil) respectively.
- During the year, the Company has revised the basis of estimation of providing for aged receivables. Had the Company continued the earlier basis, the receivables would have been lower by ₹ 2,949 and profit for the quarter and nine months ended 31 July 2012 would have been lower by ₹ 2,520 and ₹ 2,949 respectively.
- Reserve and Surplus includes a cash balance of ₹ 1,817 received from Mphasis Employees Welfare Trust, Mauritius (MEWT) during the quarter ended 30 April 2012 and sale proceeds of 216,783 shares amounting to ₹ 8.35 received from MEWT during the quarter ended 31 July 2012. MEWT was formed to administer options granted to employees of Mphasis Corporation at the time of its acquisition by the Company and is no longer required since those options have lapsed on 11 April 2011.
- Consequent to the notification of Revised Schedule VI under the Companies Act, 1956 and Securities and Exchange Board of India circular dated 16 April 2012, the financial results for the quarter and nine months ended 31 July 2012 are prepared as per Revised Schedule VI. Therefore, the figures of the previous periods have been regrouped wherever necessary.

By Order of the Board,
Mphasis Limited

Balu Ganesh Ayyar
Chief Executive Officer

Bangalore
29 August 2012

Auditor's Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Results of Mphasis Limited Pursuant to the Clause 41 of the Listing Agreement

To
Board of Directors of Mphasis Limited

1. We have audited the quarterly consolidated financial results of Mphasis Limited ('the Company') and its subsidiaries [collectively referred to as the 'Mphasis Group'] for the quarter ended July 31, 2012 and the consolidated year to date results for the period November 01, 2011 to July 31, 2012, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These consolidated quarterly financial results as well as the year-to-date financial results have been prepared from consolidated interim financial statements, which are the responsibility of the Company's management and have been approved by the Board of Directors. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended), as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly financial results as well as the consolidated year-to-date results:
 - (i) include the quarterly and year-to-date financial results of the following entities
 - Mphasis Corporation
 - Mphasis Deutschland GmbH
 - Mphasis Australia Pty Ltd
 - Mphasis (Shanghai) Software & Services Company Limited
 - Mphasis Consulting Limited
 - Mphasis Finsource Limited
 - Mphasis Ireland Limited
 - Mphasis Belgium BVBA
 - Mphasis Europe BV
 - Mphasis Pte Ltd
 - Mphasis UK Limited
 - Mphasis Software and Services (India) Private Limited
 - Msource Mauritius Inc.
 - Msource (India) Private Limited
 - Mphasis Lanka (Private) Limited
 - Mphasis Poland s.p.z.o.o.
 - Msource India BPO Private Limited
 - Mphasis Infrastructure Services Inc.

6/7

- PT. MphasiS Indonesia
- MphasiS Wyde Inc.
- Wyde Corporation
- Wyde Inc., S.A
- Wyde Solutions Canada Inc.
- Wyde Tunisie SARL
- MphasiS Philippines Inc.

- (ii) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard: and
- (iii) give a true and fair view of the consolidated net profit and other financial information for the quarter ended July 31, 2012 as well as the consolidated year to date results for the period from November 01, 2011 to July 31, 2012.

4. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the consolidated number of shares as well as percentage of shareholdings in respect of aggregate amount of consolidated public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.


For S.R. BATLIBOI & CO.
Firm registration number: 301003E
Chartered Accountants


per Navin Agrawal
Partner
Membership No. 56102

Bangalore, India
August 29, 2012

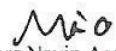


Auditor's Report on Quarterly Financial Results and Year to Date Results of Mphasis Limited Pursuant to the Clause 41 of the Listing Agreement

To
Board of Directors of Mphasis Limited

1. We have audited the quarterly financial results of Mphasis Limited ('the Company') for the quarter ended July 31, 2012 and the year-to-date results for the period November 01, 2011 to July 31, 2012, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as year-to-date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the Company's management and have been approved by the Board of Directors. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended), as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:
 - i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
 - ii. give a true and fair view of the net profit and other financial information for the quarter ended July 31, 2012 as well as the year-to-date results for the period from November 01, 2011 to July 31, 2012.
4. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.


For S.R. BATLIBOI & CO.
Firm registration number: 301003E
Chartered Accountants


per Navin Agrawal
Partner
Membership No. 56102

Bangalore, India
August 29, 2012



Press Release



Mphasis' Revenues at ₹1,355 Crores in Q3 FY 2012

**Direct business grows by 12.6% QoQ
Operational Performance helps margin expansion by 50 bps in Q3
Net profit for the quarter up 10.2% QoQ at ₹209 Crores**

Bangalore, 29 August 2012: Mphasis, leading IT Services Company, today announced its financial results for the third quarter ended 31 July 2012.

Consolidated revenues for the third quarter ended 31 July 2012 was at ₹1,355 crores, an increase of 2% compared to ₹1,329 crores in the preceding quarter.

Operating profits increased by 4.7% sequentially to ₹226 crores. EBIT margins expanded 50 bps in Q3 FY12 to 16.7% despite wage increments and promotions this quarter. Net profit for the quarter stood at ₹209 crores, up 10.2% sequentially. Continued focus on cost, productivity, quality of revenues and reduction in the effective tax rate has led to an improvement of 110 bps in profitability this quarter to 15.4%. EPS for the quarter stood at ₹9.94.

Direct business revenues grew by 48.3% on a YoY basis and 12.6% sequentially to ₹633 crores. The Direct vs. HP business mix shifted from 33:67 in Q3 FY11 and 42:58 in Q2 FY12 to 45:55 in Q3 FY12 further mitigating client concentration risk. The Direct business saw an addition of 20 new logos out of the 24 additions made this quarter.

Cash and cash equivalents increased by ₹237 crores during the quarter to reach ₹2,575 crores or ₹122.6 per share.

"Sustained focus on building our Direct business is yielding results. We will continue our strategy of Hyper-specialization and investment in go-to-market." **said Ganesh Ayyar, Chief Executive Officer, Mphasis.**

About Mphasis

Mphasis is a \$1 billion global service provider, delivering technology based solutions to clients across the world. With currently over 37,000 employees, Mphasis services clients in Banking and Capital Markets, Insurance, Manufacturing, Communications, Media & Entertainment, Healthcare & Life Sciences, Transportation & Logistics, Retail & Consumer Packaged Goods, Energy & Utilities and Governments around the world. Our competency lies in our ability to offer integrated service offerings in Applications, Infrastructure Services and Business Process Outsourcing capabilities. We are uniquely positioned to offer our clients the highest level of expertise and competitive costs. To know more about Mphasis, log on to www.mphasis.com.

For further information please contact:

Deepa Nagaraj
Mphasis Corporate Communications
Mobile: +91 9845256283
Email: Deepa.Nagaraj@mphasis.com

7/9