

30 July 2014

Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E)
MUMBAI -400 071

Dear Sir,

Sub: Formulation of Mphasis Restricted Stock Units Plan - 2014

Further to our letter dated 14 May 2014, on the captioned subject, we wish to inform you that the shareholders at its meeting held today have approved the formulation of Restricted Stock Units Plan-2014.

Necessary application for obtaining of in-principle approval of the Stock Exchanges shall be filed in due course.

We request you to kindly take the above on record as per the provisions of the Listing Agreement.

Thanking You

Yours faithfully,
For **Mphasis Limited**


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