

29 July 2015

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 – 2015

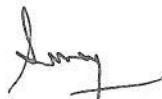
We wish to inform you that the Board of Directors of the Company at its meeting held today, inter alia, have approved formulation of Mphasis Restricted Stock Unit Plan 2015 (RSU 2015) with the underlying shares not exceeding 2.5 million equity shares of Rs. 10/ each. The shares arising out of the exercise of RSUs is proposed to be acquired from the market.

The Company would be obtaining the approval of members in the ensuing Annual General Meeting.

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
EVP, Company Secretary,
General Counsel & Ethics Officer

