

2 January 2014

Manager Listing

The National Stock Exchange of India Limited
Exchange Plaza Plot No. C/1, G
Bandra-Kurla Complex
Bandra (East)
MUMBAI 400 051

Dear Sir,

**SUB: ANNUAL REPORT 2013 ALONG WITH FORM A AND CORPORATE GOVERNANCE
CERTIFICATE**

In terms of Clause 31 of the Listing Agreement, please find enclosed herewith the following for the financial year ended 31 October 2013:

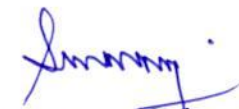
- a. Six copies of the Annual Report for the financial year ended 31 October 2013 together with the notice of the Twenty Second Annual General Meeting scheduled to be held at 3.30 pm on Wednesday, 5 February 2014.
- b. Form A: Unqualified /Matter of Emphasis Report in the format prescribed as per SEBI Circular CIR/CFD/DIL/7/2012.

Also, please find enclosed herewith a certificate from a practicing Company Secretary regarding compliance of conditions of Corporate Governance as per Clause 49 of the Listing Agreement.

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
SVP, Company Secretary,
General Counsel & Ethics Officer



Encl.: as above




FORM A
(Pursuant to Clause 31 of the Listing Agreement)

Covering Letter to the Annual Audit Report to be filed with the Stock Exchanges

| | |
|---|-----------------|
| 1. Name of the Company: | Mphasis Limited |
| 2. Annual financial statements for the year ended | 31 October 2013 |
| 3. Type of Audit observation | Un-qualified |
| 4. Frequency of observation | Not applicable |

**For S.R. BATLIBOI &
 ASSOCIATES LLP**
 ICAI Firm registration number:
 101049W
 Chartered Accountants


per Adarsh Ranka
 Partner

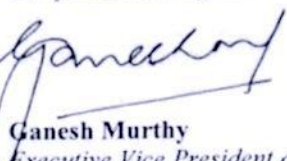
Membership No. 209567

Bengaluru
 05 December 2013



**For and on behalf of the Board of
 Directors**


Balu Ganesh Ayyar
 Chief Executive Officer

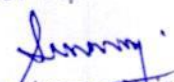

Ganesh Murthy
 Executive Vice President &
 Chief Financial Officer

Bengaluru
 05 December 2013


Narayanan Kumar
 Audit Committee Chairman &
 Director

CERTIFIED TRUE COPY

For Mphasis Limited


A. Sivaram Nair
 Senior Vice President,
 Company Secretary,
 General Counsel and Ethics Officer

S. P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
www.spncs818.com

Compliance Certificate on Corporate Governance

To,
The Members of Mphasis Limited

We have examined the compliances of the conditions of Corporate Governance by Mphasis Limited ('the Company') for the year ended October 31, 2013, as stipulated in Clause 49 of the listing agreements of the Company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by The Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliances of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of Company.

In our opinion and to the best of our information and according to the explanation given to us, the representations and all material disclosures made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned listing agreements.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

December 5, 2013
Bangalore

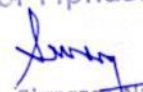


S. P. NAGARAJAN
COMPANY SECRETARY
ACS: 10028
CP No.: 4738



CERTIFIED TRUE COPY

For Mphasis Limited



A. Sivaram Nair
Senior Vice President,
Company Secretary,
General Counsel and Ethics Officer