

4 February 2016

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

Dear Sir,

Announcement of financial results for the quarter and nine months ended 31 December 2015

We wish to inform you that the Board of Directors of the Company, at its meeting held today at 11:30 am, which concluded at 5:00 pm, at Bengaluru, have considered and approved the following:

- a. Audited consolidated Financial Results of Mphasis Group for the quarter and nine months ended 31 December 2015 as being published in the newspapers.
- b. Audited Financial Results of Mphasis Limited for the quarter and nine months ended 31 December 2015 in the prescribed format.
- c. Report of the Auditors on the aforesaid Financial Results.
- d. Related Press Release

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

Thanking You,

Yours faithfully, For Mphasis Limited

A. Sivaram Nair EVP, Company Secretary, General Counsel & Ethics Officer

Encl: As above

Michaels Limited, and the Common.

Resistance Officer Control of Control Common National Chair Plant Association of Control Chair Plant Association of Control Control

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Mphasis Group

Michael Bagmane World Technology Center, Marathalli Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru - 500 048.

Telephone: 91 80 3352 5000, Fax: 91 80 6695 9943, Website: www.mphasis.com, E-mail: investor.relations@mphasis.com

CIN: L30007KA1992PLC025294 Amounts in 7 millions unless otherwise stated

Audited Financial Results for the quarter and nine mon Quarter endes 31 December 2015 30 September 2015 15.574.60 17.6747 15.574.60 17.678 9.396.35 9.396.35 9.396.35 9.396.35 9.396.35 9.396.57 9.499.67 2.810.52 13.408.66 1.999.67 2.455.43 492.12 2,455.40 2.555.00 52.72 74.70	30 September 2 15 2 2 2 2 2 2
Financial Results for the quarter and nine mon Quarter ended 15.167.47 Quarter ended 15.167.47 15.574.60 15.167.47 15.574.60 176.78 31.57	Financial Results for the quarter and nine months ended 31 December 2014 31 December 2015 10 September 2015 115.167.47 115.167.47 115.167.48 115.167.47 115.167.48 115.167.47 115.167.48 115
15.574.60 19.574.60 19.574.60 19.574.60 19.574.60 19.574.60 19.574.60 19.574.60 19.574.60 19.574.60 19.574.60 19.574.60 20.556.60 74.70	the quarter and nine months ended 31 December 2014 Quarter ended 30 Septumber 2015 15.574.60 178.78 (51.88) 9.308.84 9.308.84 9.308.84 9.308.84 9.308.85 2.810.52 2.810.52 2.125.13 13.408.86 492.12 496.45 74.70 60.84
	31 December 2014 31 December 2014 14 107 53 5 928 46 2 38 7 86 2 125 13 1 2,279 53 1 1,828 90 4 96 45 2 ,324 45 60 84
2015 Nine mon 31 December 2015 45,706.15 45,706.15 40.02 (103.19) 27.921.82 26.33.72 2.882.29 7.991.28 39,541.91 5,044.24 1,510.71 7,574.95	
December 1	31 December 2014 31 December 2014 43.857.83 26.895.59 74.756.2591.70.89 5,937.03 1,292.30 7,228.31 228.31



Mphasis Group

Registered Office : Bagmane World Technology Center, Marathalli Ring Road, Doddanakhundi Village, Mahadevapura, Bengaturu - 550 045,
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CIN: L30007KA1992PLC025294 Amounts or Emilions unless otherwise stated

St. Segment wise Revenues, Results and Capital employed	31 December 2015	30 September 2015	31 Dec	31 December 2014	31 December 2015	-
1 Segment revenue	C. Constant					
Banking and Capital Market	7.516.06		7,272.92	7,272.92 5.570.87	-	5.570.87
insurance	2 374 80		2,356,99		2.104.42	2.104.42 7.046.05
Information Technology, Communication and Entertainment	1,511,15		1,975.19	1,975.19 2,379.12	2 379 12	2.379 12 5.621.25
Emerging Industries	3,720.10		3,914,14		4.027.80	4.027.50
Unafocated - Hedge	45.36		56.36		2523	25 23 146 28
2 Command results liarladian assumptional linear	15,167.47		15,574.60	15,574.60 14,107.53	14,107.53 45	14,107.53 45,706.15 43,
2 Segment results (including exceptional item) Banking and Capital Market	1,559.58		1,359.83		719 59	719 59 3 978 51
Insurance	495 88		516 60		418.32	418 32 1.826 9A
Information Technology, Communication and Entertainment	504.35		620 03	620 03 745 25	75.75	75.75
Emerging industries	1,125,79		1,394 05	-	1,359.13	1 359 13 3,846 47
Unallocated - Hedge	45.36		55.36		25.23	25 23 146 28
	3,730.96		3,945.87		3,267.52	3,267.52 11,279.78 10.
Interest income	131.85		159.32		180.06	180 96 520 65
Finance costs	(52.72)		(74 70)		(60.84)	(60.84) (194.15)
Other unafocable expenditure, not of unaflocable income	(1 407 71)		(1,499.73)	(1,499.73) (1,155.68)	(1,155 68) (4	(1,155 68) (4,455.40) (4
Profit before tax	2,402.38		2,530.76		2,231.96	2,231.96 7.148.79
3 Capital employed (segment assets-segment liabilities) Banking and Capital Market	9 806 11		010 80			a grants
Insurance	408.86		958 42	958 42 1,040 66	1,040,66	1,040.66 405.66
Information Technology, Communication and Entertainment	630.63		683 16		1,489.61	1,489.61
transpared transpared	2.125.42		1,999.70	.999 70 2,062 17		2,062 17 2,125 42
	61,077,01	59.2	59,265,43		57,172.83	57,172.83 61,077.01

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Mphasis Group

Registered Office : Bagmane World Technology Center, Marathalli Ring Road, Doddanakhundi Village, Mahadevapura, Bengaturu - 560 048.
Telephone: 91 5ft 3352 5000, Fax: 91 80 6885 9943, Website: www.inphasis.com, E-mail Investor relations@mphasis.com

Amounts in 8 millions Links otherwise stated CIN: L30007 KA1992PLC025294

5,530.30 7,316.61

The above results were taken on record at the Board Meeting field on 04 February 2016.
 Aunited Financial Results of Michaels Limited (Standalone Information).

Profil after tax and exceptional item Net sales / income from operations Particulars 8 1 31 December 2015 7,324,29 1,547,08 1,222,90 30 September 2015 1,747.29 1,424.75 31 December 2014 31 December 2014 31 December 2014 17,486 17 22,283 71 22,889 97 1,784 58 5,199 22 5,026.00 1,447.68 3,797.12 4,236.68 22,890.97 5,626,00 4,236.68 31 March 2015 30,264 46

The audited results of lightesis Limited for the above mentioned periods, friencials summary, detailed Management Discussion & Analysis, results of operations and francial condition including detailed analysis of revenues, client concentration are audited francial statements as stated.

3) Other expenses for the quarter and rene months ended 31 December 2015 are not of reversals of ₹ Ni (quarter and nine months ended 31 December 2014 ₹ 191 70 and ₹ 402 24 respectively).

4) During the quarter ended 30 June 2015, the Board of Directors of Alphasts Limited and Miscource (India) Private Limited too approved sale and transfer of some contracts of the domestic EPC business, which is not a separate inaupriline of Group. business and accordingly the Group had entered into definitive agreements with Hindula Social Solutions Limited and Karvy Dida Management Services Limited for sale of a portion of domestic BPO business as a going concern on skings sale basis for a lump sum consideration amounting to ₹ 170.00 and ₹ 27.50 respectively. Pending regulatory approval during the quarter ended 50 June 2015, the Group had estimated losses of ₹ 27.78 (net of tax of ₹ 12.59) arising on the proposed sale and accounted for the same us an exceptional item. During quarter ended 30 September 2015, the Completion Commission of hittle has approved the transaction and the Group has compiled with all the pre-conditions on 01 September 2015.

During the quarter ended 30 June 2015, the Group has formatized a plan to early cell if ramp driven operations in respect of certain domestic 8PO contracts. On account of the proposed early closure of the said contracts, the management has provided for ₹ 92.04 (net of tax of ₹ 48.67) towards expected less us an exceptional item.

Tax expense for the quarter and nine months ended 31 December 2015 is not of gredits for earlier periods amounting to 4 16.91 and 4 198.52 (quarter and nine months ended 31 December 2014 include provision for earlier periods amounting to 4 20 and 4 76.50) respectively. Previous period's figures have been reclassified to conform with the current period's classification, wherever applicable

04 February 2016

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Mphasis Lented

By Order of the Board

Balu Ganesh Ayyar Crief Executive Officer

3 # 3 12 2 5 Wiphasis To Hear Earnings per share (after exceptional item) Earnings per share (before exceptional item) Reserve excluding revaluation reserves as per the bulance sheet Paid-up equity share capital Net profit after tax (9-10) Profit before tax (7-8) Exceptional item (net of tax) Profit before finance costs and exceptional item (3+4) Other income Profit from operations before other income, finance costs and exceptional item (1-2) Net Sales / Income from operations Tax expense (refer note 5) Profit before tax and exceptional item (5-6) Finance costs Expenses Total expenses (f) Other expenses (refer note 2) (e) Soltware development charges (d) Depreciation and amortisation expense (c) Employee benefits expense (b) Changes in inventories of stock-in-trade (a) Purchases of stock-in-trade (a) Basic (1) (b) Diluted (1) Expected loss on exit from other domestic BPO business (refer note 4) Expected loss on proposed sale of domestic BPO business (refer note 3) (of ₹10/- each) (not annualised) (of ₹10/- each) (not annualised) (b) Disuted (1) (a) Basic (*) Registered Office: Bagmane World Technology Center, Marathalli Ring Road, Doddanakhundi Village, Mahadevapura, Bengaturu - 560 048.

Telephone: 91 80 3352 5000, Fax: 91 80 6895 9943, Website: www.mphasis.com, E-mail: Investor.relations@mphasis.com **Particulars** Statement of Standalone Audited Financial Results for the quarter and nine months ended 31 December 2015

Nine months ended
31 December 2015 30 September 2015 31 December 2014 31 December 2015 31 December 2014 Mphasis Limited 42 110 60 1,647.08 1,657.52 1,285,44 1,517.97 6,038.85 346,36 31,57 3,515,72 64,21 2,101.77 7,324.29 1,222.90 1,647.08 424 18 372.08 763,02 10.44 US US 00 00 20 5 8 2 40,780.72 1,777.30 1,623.60 6,198.01 176.78 (51.88) 3,468.94 51.18 1,747.29 1,371.08 7,569.09 2,101,53 1,747.29 1,424.75 322.54 406.22 919.39 30.01 6.78 6.78 40,922.96 6,157.08 5,757 20 77,22 1,447.68 1,764,58 1,775.51 7.486.17 2,101.48 1,764.58 1,329.09 316.90 1,379.96 446.42 942.70 10.93 6.88 5 88 408.02 (103.19) 10,506.59 205.60 42,110.60 2 101.77 22,283.71 18,341.58 1,257.66 5,159.22 3,942.13 3,797.12 5,054.78 1,278 14 4,806,62 2,519 94 5,220.27 51.05 92.04 12 40 18 07 18.57 Amounts in 4 millions unless otherwise stated 22,890,97 40,922.96 18,340.51 10,895.99 4,236.68 4,550.46 2,101.48 1,389.32 5,681.15 4,385,62 2,809.13 5,626.00 5,626.00 1,130.69 CIN:L30007KA1992PLC025294 249.77 55,15 20.16 20 16 Year ended 31 March 2015 38,393.57 24,510.05 14 557 89 5,530.30 7,375.82 30,264 46 7,316.61 5,754.41 2,101.48 1,786 31 5,853,64 3,767.31 1,621,41 331.21 59,21 26.32 26.32



St. Segment wise Revenue, Results and Capital employed No.	31 December 2015	Quarter ended 30 September 2015	31 December 2014	4	Nine moritis ended 31 December 2015 31 December 2014
1 Segment revenue	HONEL STREET	_	2000		
Banking and Capital Market	2 237.94	2,259.91	9.91		2,164.84
insurance	1.768.40	1,717,18	=		
Information Technology, Communication and Entertainment	1 020 08		218.44		1.508.36
Emerging Industries	2 252 59		2 317 38	17 38 2,480 79	2,480.79
Linallocated - hedge	45.28		56 18	56 18 3.23	200
	7,324.29	72	7,569.09	7,4	7,486.17 22
2 Segment results (including exceptional item)	934			0	
Banking and Capital Market	141.22		237 31		279.56
insurance	517.55		487.34	487 34 209 59	
Information Technology Communication and Entertainment	371.68	CA	331.57		493.49
Emerging Industries	805.26		893,28		945.02
Unallocated - hedge	45 28		56.18		3.23
	1,881,19	2,	2,005.68	1,9	1,930.89 5
Interest income	129.49		148.01		168.05
Finance costs	(10.44)		3		(10.93)
Other unallocable expenditure, net of unallocable income	(353.16)	(376.39)	39)	39) (323.43)	(323.43)
Profit before tax	1,647.08	_	23		1,764.58
3 Capital employed (segment assets-segment liabilities)					
Banking and Capital Market	3,764.21	3,712.67	2.67	2	2,811.36 3
Insurance	788 18		32	_	715.46
Information Technology, Communication and Entertainment	273.84	210.89	89		917.09
Emerging Industries	2,429,43	NJ.	59		1,706.48 2
Unallocated	36,956,71		78		36,880.05
	44,212.37		25	25 43.024.44	43.024.44

Mphasis

Mphasis Limited

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Amounts in 8 millions unless otherwise stilled CIN:L30007KA1992PLC025294

Other expenses for the quarter and nine manths ended 31 December 2015 are not of reversal of \$ Ni (quarter and nine months ended 31 December 2014 are not of reversal of \$ 19170 and \$ 385 80 perturing to earlier periods).

 The above results were taken on record at the Board Meeting held on 04 February 2016.
 Other expenses for the quarter and nine munths ended 31 December 2015 are not of rev.
 Duning the quarter ended 30 June 2015, the Board of Decembers of the Company had. During the quarter ended 30 June 2015, the Board of Directors of the Company had approved sale and transfer of some contracts of the domestic SPO business, which is not a separate major line of Company's business and conditions on 01 September 2015. accordingly the Company had untered into definitive agreements with Hinduja Global Solutions Limited and Karvy Data Management Services Limited for sale of a portion of domestic BPO business as a going concern on sump sale basis for a lump sum consideration amounting to \$ 140.00 and \$ 27.50 respectively. Pending regulatory approvals during the quarter ended 30 June 2015 the Company had estimated losses of \$ 12.40 (net of tax of \$ 6.57) a rising on the proposed sale and accounted for the same as an exceptional item. During the quarter ended 30 September 2015, the Compatition Commission of this has approved the transaction and the Company has complied with all the pre-

During the quarter ended 30 June 2015, the Company has formalized a plan to early exit / ramp down operations in respect of certain domestic EPO contracts. On account of the proposed early closure of the said contracts, the management has provided for ₹ 92.04 (not of tax of ₹ 48.67) towards expected loss as an exceptional term

5 Tax expense for the quarter and nine months ended 31 December 2015 include provision / (reversal) for earlier periods amounting to 8 88 and 8 (100 18), respectively (quarter and nine months ended 31 December 2014 (182.29)).

Previous period's figures have been reclassified to conform with the current period's classification, wherever applicable

04 February 2016

By Order of the Board, Mphasis Limited

Balu Genesh Ayyar Chief Executive Officer

Both.

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

12th & 13th Floor "UB City" Canberra Block No. 24, Vittal Mallya Road Bengaluru-560 001, India

Tel: +91 80 6727 5000 Fax: +91 80 2210 6000

Auditor's Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 31 December 2015 and the consolidated year to date results for the period 01 April 2015 to 31 December 2015, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated quarterly financial results as well as the consolidated year-to-date financial results have been prepared from interim condensed consolidated financial statements, which are the responsibility of the company's management and has 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 interim condensed consolidated financial statements, which have been prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", specified under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder 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 financial results and year-to-date results of the following entities:
 - Mphasis Corporation
 - Mphasis Deutschland GmbH
 - Mphasis Australia Pty Limited
 - Mphasis (Shanghai) Software & Services Company Limited
 - Mphasis Consulting Limited
 - Mphasis Ireland Limited
 - Mphasis Belgium BVBA
 - Mphasis Europe BV
 - Mphasis Pte Limited
 - 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.
 - Mphasis Infrastructure Services Inc.



S.R. BATLIBOI & ASSOCIATES LLP

- Chartered Accountants PT. Mphasis Indonesia
 - Mphasis Wyde Inc.
 - Wyde Corporation Inc.
 - Mphasis Wyde SASU
 - Wyde Solutions Canada Inc.
 - Mphasis Philippines Inc.
 - Digital Risk, LLC
 - Digital Risk Valuation Services, LLC
 - Investor Services, LLC
 - Digital Risk Mortgage Services, LLC
 - Digital Risk Analytics, LLC
 - Digital Risk Compliance Services, LLC

Bengaluru

- Digital Risk Europe, OOD
- have been presented in accordance with the requirements of Regulation 33 of the SEBI (ii) (Listing Obligations and Disclosure Requirements) Regulations, 2015, in this regard; and
- give a true and fair view of the consolidated net profit and other financial information for the quarter ended 31 December 2015 as well as the consolidated year to date results for the period from 01 April 2015 to 31 December 2015.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

per Adarsh Ranka

Partner

Membership No.: 209567

Place: Bengaluru Date: 04 February 2016

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

12th & 13th Floor "UB City" Canberra Block No. 24, Vittal Mallya Road Bengaluru-560 001, India

Tel:+91 80 6727 5000 Fax:+91 80 2210 6000

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To Board of Directors of Mphasis Limited

- 1. We have audited the quarterly financial results of Mphasis Limited ('the Company') for the quarter ended 31 December 2015 and the year-to-date results for the period 01 April 2015 to 31 December 2015, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year-to-date financial results have been prepared on the basis of the interim condensed standalone 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 condensed standalone financial statements, which have been prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", specified under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder 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 Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in this regard; and
 - (ii) give a true and fair view of the net profit and other financial information for the quarter ended 31 December 2015 as well as the year to date results for the period from 01 April 2015 to 31 December 2015.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

per Adarsh Ranka Partner

Membership No.: 209567

Place: Bengaluru

Date: 04 February 2016

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Bengaluru

Mphasis Direct grows 32% YoY in Q3 FY16



Bengaluru, 4 February 2016: Mphasis Limited today announced its financial results for the third quarter ended 31st December 2015.

Results Highlights

- Deals won with \$ 61 million TCV in Direct international business. 46% in Next Gen services
- Direct International business grew 3.1% QoQ and 32% YoY
- Mphasis awarded "ET Best Tech Brands Most Distinguished Digital Company 2015" by The
- American Banker and BAI name Mphasis as one of the Top Companies in FinTech
- Operating margin at 13.2%.

"The entire industry is witnessing change in demand patterns. Digital revolution would necessitate organizations to innovate and specialize. We are enjoying the benefits of our transformation towards hyper-specialization and customer focus." said Ganesh Ayyar, Chief Executive Officer, Mphasis

"Our productivity improvement plan has provided stellar impact despite 160 bps impact from wage hike. This gives us greater confidence to deliver on our margin goals." said V. Suryanarayanan, Executive Vice President & Chief Financial Officer, Mphasis.

About Mphasis

Mphasis (an HP Enterprise Company) enables chosen customers to meet the demands of an evolving market place. Recently named by American Banker and BAI as one of the top companies in FinTech and as the "Most Distinguished Digital Company in 2015" by The Economic Times, Mphasis fuels this by combining superior human capital with cutting edge solutions in hyper-specialized areas. Contact Mphasis on www.mphasis.com.

Safe Harbor:

Certain statements in this document may be forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties like regulatory changes, local political or economic developments, and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. Mphasis will not be in any way responsible for any action taken based on such statements and undertakes no obligation to

For further information please contact:

Corporate Communications

Deepa Nagraj MphasiS

Phone: + 91 080 4004 1016 Mobile: +91 9845256283

Email: Deepa.Nagaraj@mphasis.com publicly update these forward-looking statements to reflect subsequent events or circumstances.

Investor Relations

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