

Statement of Standalone Audited Financial Results for the Quarter and Six months ended 30 April 2013

Amounts in ₹ Lakhs unless otherwise stated

Sl. No.	Particulars	Quarter ended			Six months ended		Year ended
		30 April 2013	31 January 2013	30 April 2012	30 April 2013	30 April 2012	
1	Net Sales /Income From Operations (refer note 3)	87,418	81,161	86,570	168,579	173,410	342,084
2	Expenses (refer note 3)						
	(a) Purchases of Stock - in -trade	-	-	1,497	-	4,272	4,282
	(b) Changes in Inventories of Stock - in - Trade	-	-	(597)	-	(597)	-
	(c) Employee Benefits Expense	41,259	34,184	36,873	75,443	78,870	150,622
	(d) Depreciation and Amortisation Expense	2,013	2,494	2,960	4,507	5,979	11,438
	(e) Software Development Charges	14,899	17,908	15,176	32,807	28,966	64,468
	(f) Other Expenses	13,428	10,956	14,456	24,384	26,709	49,474
	Total Expenses	71,599	65,542	70,365	137,141	144,199	280,284
3	Profit from operations before other income and finance costs (1-2)	15,819	15,619	16,205	31,438	29,211	61,800
4	Other Income	2,985	3,730	3,601	6,715	6,745	14,718
5	Profit before finance costs (3+4)	18,804	19,349	19,806	38,153	35,956	76,518
6	Finance Costs	78	59	566	137	759	1,194
7	Profit before tax (5-6)	18,726	19,290	19,240	38,016	35,197	75,324
8	Tax Expense (refer note 2 and 3)	4,878	4,348	4,767	9,226	5,963	14,220
9	Net Profit after tax (7-8)	13,848	14,942	14,473	28,790	29,234	61,104
10	Paid-up equity share capital	21,013	21,012	21,011	21,013	21,011	21,011
11	Reserve excluding Revaluation Reserves as per the Balance Sheet	378,670	362,149	342,438	378,670	342,438	342,201
12	Earnings Per Share (of ₹ 10/- each Xnot annualised) :						
	(a) Basic (₹)	6.59	7.11	6.89	13.70	13.92	29.09
	(b) Diluted (₹)	6.58	7.10	6.88	13.68	13.89	29.03



Mphasys Limited
Registered Office: Bagmane World Technology Center, Marathalli Ring Road, Doddanakhundi Village, Mahadevapura, Bengaluru - 560048
Amounts in ₹ Lakhs unless otherwise stated

Select Information for the Quarter and Six months ended 30 April 2013.

Sl. No.	Particulars	Quarter ended			Six months ended		Year ended
		30 April 2013	31 January 2013	30 April 2012	30 April 2013	30 April 2012	
A	PARTICULARS OF SHAREHOLDING						
1	Public share holding						
	- Number of Shares	83,018,731	83,006,671	82,994,930	83,018,731	82,994,930	83,000,591
	- Percentage of shareholding	39.51%	39.51%	39.50%	39.51%	39.50%	39.50%
2	Promoters and Promoter Group Shareholding						
	(a) Pledged/Encumbered						
	- Number of Shares	-	-	-	-	-	-
	- Percentage of Shares (as a % of Total Shareholding of the Promoter and Promoter Group)	-	-	-	-	-	-
	- Percentage of Shares (as a % of Total Share Capital of the Company)	-	-	-	-	-	-
	(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 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 Total Share Capital of the Company)	60.49%	60.49%	60.50%	60.49%	60.50%	60.50%
B	Investor Complaints	Quarter ended 30 April 2013					
	Pending at the beginning of the Quarter	-	-	-	-	-	-
	Received during the Quarter	4	4	4	4	4	4
	Disposed off during the Quarter	4	4	4	4	4	4
	Remaining unresolved at the end of the Quarter	-	-	-	-	-	-



Mphasys
Solutions Company

Mphasys Limited
Registered Office: Bagmane World Technology Center, Marathalli Ring Road, Doddanahundi Village, Mahadevapura, Bengaluru - 560048
Amounts in ₹ Lakhs unless otherwise stated

Sl. No.	Segment wise Revenue, Results and Capital Employed	Quarter ended			Six months ended		Year ended 31 October 2012
		30 April 2013	31 January 2013	30 April 2012	30 April 2013	30 April 2012	
1	Segment Revenue						
	Banking and Capital Market	21,438	15,106	17,225	36,544	35,007	68,614
	Insurance	12,116	10,183	10,228	22,299	20,359	41,796
	Information Technology, Communication and Entertainment	21,141	21,872	24,202	43,013	50,682	100,776
	Emerging Industries	34,449	36,319	37,252	70,768	72,142	143,637
	Unallocated - Hedge	(1,726)	(2,319)	(2,337)	(4,045)	(4,780)	(12,739)
		87,418	81,161	86,570	168,579	173,410	342,084
2	Segment Results						
	Banking and Capital Market	3,789	4,157	4,759	7,946	7,880	18,229
	Insurance	2,972	2,830	2,895	5,802	5,459	12,026
	Information Technology, Communication and Entertainment	5,758	6,133	5,923	11,891	12,305	24,828
	Emerging Industries	9,782	10,540	10,923	20,322	19,881	42,264
	Unallocated - Hedge	(1,726)	(2,319)	(2,337)	(4,045)	(4,780)	(12,739)
		20,575	21,341	22,163	41,916	40,745	84,608
	Interest Income	36	78	148	114	228	404
	Finance Costs	(78)	(59)	(566)	(137)	(759)	(1,194)
	Other unallocable expenditure, net of unallocable income	(1,807)	(2,070)	(2,505)	(3,877)	(5,017)	(8,494)
	Profit before tax	18,726	19,290	19,240	38,016	35,197	75,324
3	Capital Employed (Segment Assets-Segment Liabilities)						
	Banking and Capital Market	13,814	13,383	14,712	13,814	14,712	14,562
	Insurance	4,922	3,861	8,579	4,922	8,579	5,655
	Information Technology, Communication and Entertainment	24,939	26,967	24,981	24,939	24,981	28,831
	Emerging Industries	24,058	27,569	32,646	24,058	32,646	27,433
	Unallocated	331,950	311,371	282,531	331,950	282,531	286,731
		399,683	383,161	363,449	399,683	363,449	363,212



Mphasys Limited
Registered Office: Bagmane World Technology Center, Marathalli Ring Road, Doddanahundi Village, Mahadevapura, Bengaluru - 560048
Amounts in ₹ Lakhs unless otherwise stated

Standalone Statement of Assets and Liabilities		As at 30 April 2013	As at 31 October 2012
A EQUITY AND LIABILITIES			
1	Shareholders' Funds		
	(a) Share Capital	21,013	21,011
	(b) Reserves and Surplus	378,670	342,201
	Sub - Total - Shareholders' Funds	399,683	363,212
2	Non - Current Liabilities		
	(a) Other Long - Term Liabilities	99	215
	(b) Long - Term Provisions	17	1,279
	Sub - Total - Non - Current Liabilities	116	1,494
3	Current Liabilities		
	(a) Short - Term Borrowings	26,903	26,903
	(b) Trade Payables	60,761	58,255
	(c) Other Current Liabilities	4,462	5,221
	(d) Short - Term Provisions	7,926	54,144
	Sub - Total - Current Liabilities	100,052	144,523
	TOTAL - EQUITY AND LIABILITIES	499,851	509,229
B ASSETS			
1	Non - Current Assets		
	(a) Fixed Assets	9,982	13,263
	(b) Non - Current Investments	141,757	86,028
	(c) Deferred Tax Assets (Net)	6,932	8,339
	(d) Long - Term Loans and Advances	36,590	28,833
	(e) Other Non - Current Assets	1,944	1,719
	Sub - Total Non - Current Assets	197,205	138,182
2	Current Assets		
	(a) Current Investments	157,683	211,817
	(b) Trade Receivables	67,663	62,128
	(c) Cash, Cash Equivalents and Other Bank Balances	9,807	15,630
	(d) Short - Term Loans and Advances	31,478	40,394
	(e) Other Current Assets	36,015	41,078
	Sub - Total - Current Assets	302,646	371,047
	TOTAL ASSETS	499,851	509,229



Mphasis Limited
Registered Office: Bagmane World Technology Center, Marathalli Ring Road, Doddanahundi Village, Mahadevapura, Bengaluru - 560048
Amounts in ₹ Lakhs unless otherwise stated

Notes:

- 1) The above results were taken on record at the Board Meeting held on 29 May 2013.
- 2) Tax expenses for the quarter and six months ended 30 April 2013 is net of reversal of provision for earlier years amounting to ₹ Nil (quarter and six months ended 30 April 2012 ₹ Nil and ₹ 1800 respectively).
- 3) The Company is eligible for tax benefit in respect of profits generated from special economic zones (SEZ) under Section 10AA of the Income Tax Act, 1961 ('Act'). The management has relied on the explanations provided in the Act and consultant's advice regarding formation of SEZ units and inter unit costs while considering revenue and profits arising from SEZ units. Further pursuant to introduction of domestic transfer pricing regulation, effective 01 April, 2012, the Company has undertaken a transfer pricing study and analysis of its domestic transactions between the related parties and as well as transactions between units. As a result, revenue of ₹ 7,330 has been accounted with corresponding cost of ₹ 6,660 during the quarter relating to the period 01 April 2012 to 31 January 2012, which was initially cross charged by the company to domestic related parties by crediting the cost. Further, an incremental tax liability of ₹ 1,219 has been provided during the quarter for the above mentioned period. The management is confident that the provision made in respect of aforementioned matters is adequate.
- 4) The figures of previous period have been regrouped/ reclassified, wherever necessary, to conform with the current period classification.

By Order of the Board,
Mphasis Limited


Balu Ganesh Ayyar
Chief Executive Officer

Bengaluru
29 May 2013

Statement of Consolidated Audited Financial Results for the Quarter and Six months ended 30 April 2013

Sl. No.	Particulars	Quarter ended					Year ended
		30 April 2013	31 January 2013	30 April 2012	30 April 2013	30 April 2012	
1	Net Sales /Income From Operations	140,542	125,708	132,887	266,250	269,605	535,733
2	Expenses						
	(a) Purchases of Stock - in - trade	94	602	1,497	696	4,272	4,282
	(b) Changes in Inventories of Stock - in - Trade	-	-	(597)	-	(597)	-
	(c) Employee Benefits Expense	85,566	73,440	76,666	159,006	158,148	312,744
	(d) Depreciation and Amortisation Expense	3,505	3,786	4,542	7,291	9,228	17,437
	(e) Software Development Charges	7,634	11,143	8,632	18,777	17,233	39,141
	(f) Other Expenses	23,064	17,238	20,578	40,302	39,362	74,673
	Total Expenses	119,863	106,209	111,318	226,072	227,646	448,277
3	Profit from operations before other income and finance costs (1-2)	20,679	19,499	21,569	40,178	41,959	87,456
4	Other Income	3,553	4,332	4,074	7,885	7,847	16,802
5	Profit before finance costs (3+4)	24,232	23,831	25,643	48,063	49,806	104,258
6	Finance Costs	650	103	653	753	895	1,465
7	Profit before tax (5-6)	23,582	23,728	24,990	47,310	48,911	102,793
8	Tax Expense	5,928	5,288	6,047	11,216	11,484	23,561
9	Net Profit after tax (7-8)	17,654	18,440	18,943	36,094	37,427	79,232
10	Paid-up equity share capital	21,013	21,012	21,011	21,013	21,011	21,011
11	Reserve excluding Revaluation Reserves as per the Balance Sheet	463,258	441,885	407,426	463,258	407,426	419,462
12	Earnings Per Share (of ₹10/- each)not annualised) :						
	(a) Basic (₹)	8.40	8.78	9.02	17.18	17.82	37.71
	(b) Diluted (₹)	8.39	8.76	9.00	17.15	17.78	37.64

Select Information for the Quarter and Six months ended 30 April 2013.

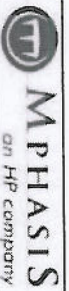
Particulars	Quarter ended		Six months ended		Year ended
	30 April 2013	31 January 2013	30 April 2012	30 April 2012	31 October 2012
A PARTICULARS OF SHAREHOLDING					
1 Public share holding					
- Number of Shares	83,018,731	83,005,571	82,994,930	83,018,731	83,000,591
- Percentage of shareholding	39.51%	39.51%	39.50%	39.51%	39.50%
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)	60.49%	60.49%	60.50%	60.49%	60.50%
B Investor Complaints					
Pending at the beginning of the Quarter	-	-	-	-	-
Received during the Quarter	4	4	4	4	4
Disposed off during the Quarter	4	4	4	4	4
Remaining unresolved at the end of the Quarter	-	-	-	-	-



Mphasis Group
Registered Office : Bagmane World Technology Center, Marathalli Ring Road, Doddanahundi Village, Mahadevapura, Bengaluru - 560 048.
Amounts in ₹ Lakhs unless otherwise stated

Segment wise Revenues, Results and Capital Employed	Quarter ended						Year ended
	30 April 2013	31 January 2013	30 April 2012	30 April 2013	30 April 2012	31 October 2012	
Segment Revenue							
Banking and Capital Market	51,053	31,598	34,422	82,651	70,108	141,632	
Insurance	16,572	15,418	15,369	31,990	31,192	63,204	
Information Technology, Communication and Entertainment	29,826	31,706	34,939	61,532	72,770	145,500	
Emerging Industries	44,823	49,321	50,552	94,144	100,502	196,732	
Unallocated - Hedge	(1,732)	(2,335)	(2,395)	(4,067)	(4,967)	(13,335)	
	140,542	125,708	132,867	266,250	289,605	535,733	
Segment Results							
Banking and Capital Market	13,370	9,517	10,804	22,887	20,259	45,119	
Insurance	4,314	3,722	3,929	8,036	7,921	17,178	
Information Technology, Communication and Entertainment	7,244	7,490	8,035	14,734	16,454	33,420	
Emerging Industries	12,367	13,239	13,652	25,606	26,680	55,442	
Unallocated - Hedge	(1,732)	(2,335)	(2,395)	(4,067)	(4,967)	(13,335)	
	35,563	31,633	34,025	67,196	66,347	137,824	
Interest Income	60	106	167	166	285	590	
Finance Costs	(650)	(103)	(653)	(753)	(895)	(1,465)	
Other unallocable expenditure, net of unallocable income	(11,391)	(7,908)	(8,549)	(19,299)	(16,826)	(34,156)	
Profit before tax	23,582	23,728	24,990	47,310	48,911	102,793	
Capital Employed (Segment Assets-Segment Liabilities)							
Banking and Capital Market	11,248	12,577	21,928	11,248	21,928	17,010	
Insurance	5,421	4,875	5,813	5,421	5,813	4,965	
Information Technology, Communication and Entertainment	30,895	29,778	28,622	30,895	28,622	26,570	
Emerging Industries	31,979	34,543	37,363	31,979	37,363	31,375	
Unallocated	404,728	381,124	334,711	404,728	334,711	360,553	
	484,271	462,897	428,437	484,271	428,437	440,473	

Consolidated Statement of Assets and Liabilities		As at 30 April 2013	As at 31 October 2012
A EQUITY AND LIABILITIES			
1	Shareholders' Funds		
	(a) Share Capital	21,013	21,011
	(b) Reserves and Surplus	463,258	419,462
	Sub - Total - Shareholders' Funds	484,271	440,473
2	Non - Current Liabilities		
	(a) Long - Term Borrowings	48,425	-
	(b) Deferred Tax Liabilities (Net)	614	710
	(c) Other Long - Term Liabilities	9,684	729
	(d) Long - Term Provisions	16	1,250
	Sub - Total - Non - Current Liabilities	58,739	2,689
3	Current Liabilities		
	(a) Short - Term Borrowings	26,903	26,903
	(b) Trade Payables	71,778	62,482
	(c) Other Current Liabilities	27,628	22,399
	(d) Short - Term Provisions	13,149	59,031
	Sub - Total - Current Liabilities	139,458	170,815
	TOTAL - EQUITY AND LIABILITIES	682,468	613,977
B ASSETS			
1	Non - Current Assets		
	(a) Fixed Assets	25,773	24,795
	(b) Goodwill on Consolidation	196,614	96,125
	(c) Deferred Tax Assets (Net)	10,144	10,146
	(d) Long - Term Loans and Advances	46,213	37,236
	(e) Other Non - Current Assets	1,951	1,722
	Sub - Total Non - Current Assets	280,695	170,024
2	Current Assets		
	(a) Current Investments	200,638	251,923
	(b) Trade Receivables	83,266	63,575
	(c) Cash, Cash Equivalents and Other Bank Balances	32,440	41,244
	(d) Short - Term Loans and Advances	23,663	27,352
	(e) Other Current Assets	61,766	59,859
	Sub - Total - Current Assets	401,773	443,953
	TOTAL ASSETS	682,468	613,977



MphasIS Group
Registered Office : Bagmane World Technology Center, Marathalli Ring Road, Doddanahundi Village, Mahadevapura, Bengaluru - 560 048.
Amounts in ₹ Lakhs unless otherwise stated

Notes:

- 1) The above results were taken on record at the Board Meeting held on 29th May 2013.
2) Audited Financial Results of MphasIS Limited (Standalone Information).

Sl. No.	Particulars	Quarter ended			Six months ended		Year ended
		30 April 2013	31 January 2013	30 April 2012	30 April 2013	30 April 2012	
1	Net Sales /Income From Operations	87,418	81,161	86,570	168,579	173,410	342,084
2	Profit before Tax and Exceptional Items	18,726	19,290	19,240	38,016	35,197	75,324
3	Profit after Tax and Exceptional Item	13,848	14,942	14,473	28,790	29,234	61,104

The audited results of MphasIS Limited for the above mentioned periods, financials summary, detailed Management Discussion & Analysis, results of operations and financial condition including detailed analysis of revenues, client concentration and human resources are available on our website www.mphasIS.com. The information above has been extracted from the audited financial statements as stated.

- 3) During the quarter ended 31 January 2013, MphasIS Wyde Inc. signed a definitive agreement to acquire USA based Digital Risk LLC, on a cash free debt free basis for USD 1,750 (₹ 95,148) with an additional maximum earn-out component of USD 270 (₹ 14,527) payable in five tranches over next 30 months ending 31 July 2015. The transaction was completed during the quarter ended 30 April 2013. Accordingly, the financial results of Digital Risk LLC and its subsidiaries has been consolidated into the consolidated financial results effective 11 February 2013 resulting in goodwill of ₹ 101,695 on acquisition.
- 4) The figures of previous period have been regrouped / reclassified, wherever necessary, to conform with the current period classification.

By Order of the Board,
MphasIS Limited

Bengaluru
29 May 2013


Balu Ganesh Ayyar
Chief Executive Officer

Mphasis' Revenues up 11.8% at ₹ 1,405 Crore in Q2 FY 2013 Direct business crosses the US\$ 500M per annum run rate

Bangalore, 29 May 2013: Mphasis, a leading IT Services Company, today announced its financial results for the second quarter ended April 30, 2013.

Consolidated revenues for the second quarter were at ₹ 1,405 crore, up by 11.8% sequentially and 5.8% YoY. The acquisition of Digital Risk LLC was completed on February 11, 2013 and continues to show strong growth momentum. In addition, in the current quarter (Q3), Digital Risk has secured its first major win post acquisition closure, signing a US\$ 60 million plus TCV contract with a BFSI customer. This contract represents the largest contract ever secured in Digital Risk's history.

Direct channel revenues (including Digital Risk) grew by 24.8% QoQ and 37.7% YoY to ₹ 775 crore. The Direct channel contribution has now crossed 50% of total revenues. Direct versus HP business mix is at 54:46 in Q2 as compared to 48:52 in Q1. Direct channel revenues now represent an annual run rate of \$ 572 million. The Direct business saw a healthy addition of 10 new logos out of which 6 were in the Company's focus verticals of Banking and Capital Market (4 additions), and Insurance (2 additions). The total client additions for the quarter stood at 21.

Operating margins for the quarter stood at 14.7%, down from 15.5% in Q1 on account of the integration of lower margin Digital Risk. Net profit for the quarter declined 4.3% QoQ and 6.8% YoY to ₹ 177 crore on account of lower other income as we deployed funds towards the acquisition of Digital Risk as well as towards the payment of dividend. Further, effective tax rates increased to 25.1% due to higher tax rates applicable on Digital Risk profits, increase in tax surcharge in India and expiry of the initial five-year tax holiday in some of the Company's delivery centers located in Special Economic Zones. EPS for the quarter stood at ₹ 8.4 as against ₹ 8.8 in Q2 and ₹ 9.0 during the same period last year.

Cash generated from operations during the quarter was ₹ 264 crore. Cash and cash equivalents reduced by ₹ 770 crore during the quarter to reach ₹ 2,340 crore or ₹ 111 per share as on April 30, 2013 as funds were deployed towards the acquisition of Digital Risk and payment of dividend.

"We are witnessing good traction in the Direct business in the US with a growing pipeline testimony to our hyper-specialization approach. The acquisition of Digital Risk has gone well; we have won a large \$60 million TCV contract from a BFSI client with potential upside of US\$ 40 million based on further volume. We are enthused by growth prospects going forward." **said Ganesh Ayyar, Chief Executive Officer, Mphasis.**

Press Release



About Mphasis

Mphasis is a \$1 billion global service provider, delivering technology based solutions to clients across the world. Mphasis services clients in Banking & 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. To know more about Mphasis, log on to www.mphasis.com.

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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 30 April 2013 and the year-to-date results for the period 01 November 2012 to 30 April 2013, 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 30 April 2013 as well as the year-to-date results for the period from 01 November 2012 to 30 April 2013.
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.

S. R. Batliboi & Associates LLP

For S.R. BATLIBOI & ASSOCIATES LLP
Firm Registration Number: 101049W
Chartered Accountants



per Adarsh Ranka
Partner
Membership No.: 209567



Place: Bengaluru
Date: 29 May 2013

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 30 April 2013 and the consolidated year to date results for the period 01 November 2012 to 30 April 2013, 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.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- PT. MphasiS Indonesia
- MphasiS Wyde Inc.
- Wyde Corporation
- MphasiS Wyde SAS
- Wyde Solutions Canada Inc.
- Wyde Tunisie SARL
- MphasiS Philippines Inc.
- Digital Risk LLC
- Digital Risk Valuation Services, LLC
- Investor Services, LLC
- Digital Risk Mortgage Services, LLC
- Screening Analytics, LLC
- Digital Risk Compliance Services, LLC
- Digital Risk Europe OOD
- Digital Risk Mortgage Services, Corp

- (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 30 April 2013 as well as the consolidated year-to-date results for the period from 01 November 2012 to 30 April 2103.

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.

S.R. Batliboi & Associates LLP

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration Number: 101049W

Chartered Accountants

Adarsh Ranka

per Adarsh Ranka
Partner

Membership No.: 209567



Place: Bengaluru

Date: 29 May 2013