

14 January 2016

The Listing Manager  
Bombay Stock Exchange Limited  
Floor 25, P J Towers, Dalal Street,  
Mumbai 400 0 01

Dear Sirs,

**SUB: Submission of Shareholding Pattern, Corporate Governance Report, Investor Compliant Report and Reconciliation of Share Capital Audit Report for the Quarter Ended 31 December 2015.**

We refer to the Listing Regulations and enclose the following for the Quarter Ended 31 December 2015:

- Shareholding Pattern under Regulation 13(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- Reconciliation of share Capital Audit Report.
- Investor's complaints Report under 31 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We Request you to kindly take the above on record as required under provisions of Listing agreement.

Thanking you,

Yours faithfully,

For Mphasis Limited



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



**Format of Holding of Securities**

- 1 Name of the Listed Entity
- 2 Scrip Code/Name of Scrip/Class of Security
- 3 Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
  - a. If under 31(1)(b) then indicate the report for Quarter ending
  - b. If under 31(1)(c) then indicate date of allotment/extinguishment
- 4 **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information

**Mphasis Limited****BSE-526299/NSE: MPHASIS/MPHASIS LIMITED / EQUITY**

31-Dec-15

Particulars	Yes*	No*
1. Whether the Listed Entity has issued any partly paid up shares?		No'
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3. Whether the Listed Entity has any shares against which depository receipts are issued?		No
4. Whether the Listed Entity has any shares in locked-in?		No
5. Whether any shares held by promoters are pledge or otherwise encumbered?		No

*\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.*

- 5 The tabular format for disclosure of holding of specified securities is as follows:-



**Table I - Summary Statement holding of specified securities**

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V) - Nil	No. of shares underlying Depository Receipts (VI) - Nil	Total Nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)		No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) - Nil	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights				Total as a % of (A+b+C)	No. (a)	As a % of total Shares held (b) - Nil	No. (a)		As a % of total Shares held (b)
								Equity	Total								
(A)	Promoter & Promoter Group	3	127,106,266			127,106,266	60.48%	127,106,266	No Other Class of Securities								127,106,266
(B)	Public	28,508	82,707,820			82,707,820	39.35%	82,707,820									82,562,175
(C)	Non Promoter - Non Public	-	-			-	-	-									-
(C1)	Shares underlying DRs	-	-			-	-	-									-
(C2)	Shares held by Employee Trusts	2	355,785			355,785	0.17%	355,785									355,785
	<b>Total</b>	<b>28,513</b>	<b>210,169,871</b>			<b>210,169,871</b>	<b>100.00%</b>	<b>210,169,871</b>									<b>210,024,226</b>



**Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group**

	Category & Name of the Shareholders (I)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V) - Nil	Total Nos. Shares held (VII)=IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) - Nil	Shareholding, as a% assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of A+B+C2 - Nil	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
							No of Voting Rights		Total as a % of Total Voting rights					
							Equity	Total						
(1)	<b>Indian</b>	-	-		-	-	-	-	-					
(a)	Individual/Hindu Undivided Family	-	-		-	-	-	-	-					
(b)	Central Government / State Government(s)	-	-		-	-	-	-	-					
(c)	Financial Institutions / Banks	-	-		-	-	-	-	-					
(d)	Any Other (specify)	-	-		-	-	-	-	-					
	<b>Sub-Total (A)(1)</b>	-	-		-	-	-	-	-				0	
(2)	<b>Foreign</b>													
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-		-	-	-	-	-					
(b)	Government	-	-		-	-	-	-	-					
(c)	Institutions	-	-		-	-	-	-	-					
(d)	Foreign Portfolio Investor	-	-		-	-	-	-	-					
(e)	Any Other (specify)	-	-		-	-	-	-	-					
	<i>Foreign Companies</i>													
	EDS WORLD CORPORATION (FAR EAST) LLC	1	44,104,064		44104064	20.99	44104064	44,104,064	20.99				44,104,064	
	EDS ASIA PACIFIC HOLDINGS	1	83,002,201		83002201	39.49	83002201	83,002,201	39.49				83,002,201	
	EDS WORLD CORPORATION (NETHERLANDS) LLC	1	1		1	0.00	1	1	0				1	
	<b>Sub-Total (A)(2)</b>	<b>3</b>	<b>127,106,266</b>		<b>127106266</b>	<b>60.48</b>	<b>127106266</b>	<b>127,106,266</b>	<b>60.48</b>				<b>127,106,266</b>	
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>3</b>	<b>127,106,266</b>		<b>127,106,266</b>	<b>60.48</b>	<b>127,106,266</b>	<b>127,106,266</b>	<b>60.48</b>				<b>127,106,266</b>	

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

**Notes:**

- (1) PAN would not be displayed on website of Stock Exchange(s)
- (2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



**Table III - Statement showing Shareholding Pattern of the Public Shareholder**

(the details of shareholders holding more than 1% is disclosed as Annexure )

Category & Name of the Shareholders (I)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Total Nos. Shares held (VII)=IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)-Nil	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
					No of Voting Rights		Total as a % of Total Voting rights				
					Equity	Total					
<b>(1) Institutions</b>											
(a) Mutual Fund	68	11,689,762	11,689,762	5.56	11,689,762		11,689,762	5.56			11,688,162
ICICI PRUDENTIAL VALUE DISCOVERY FUND	1	2,346,484	2,346,484	1.12	2,346,484		2,346,484	1.12			2,346,484
(b) Venture Capital Funds	-	-	-	-	-		-	-			-
(c) Alternative Investment Funds	-	-	-	-	-		-	-			-
(d) Foreign Venture Capital Investors	-	-	-	-	-		-	-			-
(e) Foreign Portfolio Investors	215	48,540,940	48,540,940	23.1	48,540,940		48,540,940	23.1			48,537,740
ABERDEEN GLOBAL INDIAN EQUITY LIMITED	1	13,240,000	13,240,000	6.3	13,240,000		13,240,000	6.3			13,240,000
THE INDIA FUND INC	1	2,580,000	2,580,000	1.23	2,580,000		2,580,000	1.23			2,580,000
ABERDEEN GLOBAL-ASIAN SMALLER COMPANIES FUND	1	3,180,772	3,180,772	1.51	3,180,772		3,180,772	1.51			3,180,772
(f) Financial Institutions/Banks	21	7,290,156	7,290,156	3.47	7,290,156		7,290,156	3.47			7,290,156
LIC OF INDIA MARKET PLUS 1 GROWTH FUND	1	3,437,518	3,437,518	2	3,437,518		3,437,518	1.64			3,437,518
(g) Insurance Companies	-	-	-	-	-		-	-			-
(h) Provident Funds / Pension Funds	-	-	-	-	-		-	-			-
(i) Any Other (specify)	-	-	-	-	-		-	-			-
<b>Sub-Total (B)(1)</b>	<b>304</b>	<b>67,520,858</b>	<b>67,520,858</b>	<b>32.13</b>	<b>67,520,858</b>		<b>67,520,858</b>	<b>32.13</b>			<b>67,516,058</b>
<b>(2) Central Government / State Government(s) / President of India</b>											
Sub-Total (B)(2)	-	-	-	-	-		-	-			-
<b>(3) Non-institutions</b>											
(a) Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.	27,503	4,992,753	4,992,753	2.38	4,992,753		4,992,753	2.38			4,852,908
ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	28	2,084,810	2,084,810	0.99	2,084,810		2,084,810	0.99			2,084,810
(b) NBFCs registered with RBI	4	9,485	9,485	0	9,485		9,485	0.00			9,485
(C) Employee Trusts	-	-	-	-	-		-	-			-
(D) Overseas Depositories (holding DRs)(balancing figure)	-	-	-	-	-		-	-			-
(E) Any Other (specify)	669	8,099,914	8,099,914	3.85	8,099,914		8,099,914	3.85			8,098,914
Unclaimed suspense account (Details Attached)	1	18,150	18,150	0.01	18,150		18,150	0.01			18,150
Body Corporate	476	7,904,155	7,904,155	3.76	7,904,155		7,904,155	3.76			7,903,155
BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	1	3567547	3567547	1.7	3567547		3567547	1.7			3,567,547
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	1	2976197	2976197	1.42	2976197		2976197	1.42			2,976,197
Clearing Member	184	131,715	131,715	0.06	131,715		131,715	0.06			131,715
Foreign National	7	45,854	45,854	0.02	45,854		45,854	0.02			45,854
Trusts	1	40	40	0	40		40	0.00			40
Sub-Total (B)(3)	28,204	15186962	15186962	7.23	15186962		15186962	7.23			15,046,117
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>28,508</b>	<b>82,707,820</b>	<b>82,707,820</b>	<b>39.35</b>	<b>82,707,820</b>		<b>82,707,820</b>	<b>39.35</b>			<b>82,562,175</b>

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %)

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

**Notes:**

- PAN would not be displayed on website of Stock Exchange(s)
- The above format needs to be disclosed along with the name of following persons:  
-Institutions/Non Institutions holding more than 1% of total number of shares.
- W.r.t. the information pertaining to Depository Receipts, the same may be disclosed the respective columns to the extent information available and the balance to be disclosed as held by custodian.



**Table IV - Statement showing shareholding pattern of the Non Promoter-Non Public shareholder**

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V) - Nil	Nos. of shares underlying Depository Receipts (VI)- Nil	Total Nos. Shares held (VII=IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) Nil	Total Shareholding, as a% assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) Nil	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form (XIV) (Not Applicable)
									No of Voting Rights		Total as a % of Total Voting rights			No. Nil	As a % of total Shares held - Nil		
									EQUITY	Total							
(1)	<b>Custodian/DR Holder</b>						-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if available)	-	-	-			-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust [under SEBI (Share based Employee Benefit) Regulations, 2014	-	2	355785			355,785	0.17	355,785	Class Y-Nil	355,785	0.17	-	-	-	-	355,785
(a)	Name (abc.....)	-	-	-			-	-	-		-	-	-	-	-	-	-
	<b>Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	-	<b>2</b>	<b>355,785</b>			<b>355,785</b>	<b>0.17</b>	<b>355,785</b>		<b>355,785</b>	<b>0.17</b>					<b>355,785</b>

- Notes:**
- PAN would not be displayed on website of Stock Exchange(s)
  - The above format needs to be disclosed name of all holders holding more than 1% of total number of shares
  - W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available,



**Annexure to Table III - Unclaimed Suspense Account**

**Mphasis Limited**

**Details of shares held by Mphasis Limited-Unclaimed Suspense Account**

**Report Date : 31 December 2015**

SL.NO.	NAME OF THE SHAREHOLDER	NAME OF THE JOINT HOLDER	NO.OF SHARES HELD IN SUSPENSE ACCOUNT
1	AMBUJAM		700
2	KIRAN ARORA	MAJ J L ARORA	100
3	HEMAT BABTIWALE		1,400
4	SUMITA BANERJEE	AMITAVA BANERJEE	700
5	VANDITA CHATURVEDHI		400
6	SATPAL S CHOUDHARY		300
7	C KESHAVA PRASAD	SUMANGALI K P PRASAD	50
8	SUCHANCHAL DAS		400
9	NAVINCHANDRA M DESAI	MRS SUSHILA N DESAI	400
10	AWADHESH KUMAR DUBEX		600
11	RITA DAS		400
12	GEETA DUTTA		300
13	K GIRIJA		700
14	KRISHNAN K KARTHA		700
15	S KATHIRAVAN	N SUBRAMANIAN	700
16	CHANNA BASAVESH S KATTISETTI		600
17	LAKSHMAIAH		700
18	MARC FABER LTD		700
19	LALIT PARMANAND MANWANI		200
20	SOURYA RANJAN MAHAPATRA		600
21	SARBESH MISHRA		700
22	N MADAHAVAN		700
23	MALCOLM C MULLINS		700
24	ADITI MAYADAS		200
25	NAND K NANGELIA		100
26	HIRALAL PATEL		600
27	B S PRABHAKAR		100
28	PAVAMAN D R		700
29	SHRENIWAS SAH		600
30	SUNITA SAINI	RAJINDER KUMAR SAINI	200
31	SANTHOSHKUMAR VENKATESH SHANBHAG	SHANTA VENKATESH SHANBHA	700
32	COL U P SINHA		600
33	SUMITHA SAHA	SIKHARESH SAHA	100
34	BIJOY SHETTY		400
35	FRANCIS SANTAMARIA		200
36	NIHAL SINGH		100
37	T C MEENAKSHISUNDARAM		700
38	GIRISH KHANNA		100
	<b>TOTAL</b>		<b>18,150</b>



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited  
 2. Quarter ending : 31<sup>st</sup> December 2015

**I. Composition of Board of Directors**

Title Mr./ Mrs	Name of the Director	DIN	Category <sup>2</sup> (Chairperson/Executive/Non-Executive/ independent/Nominee)	Date of Appointment in the current term /cessation	Tenure <sup>3 &amp; 4</sup>	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mr. Balu Ganesh Ayyar	DIN: 02511209	Executive	29 Jan 2012	NA	1	1	-
Mr.	Davinder Singh Brar	DIN:0068502	Chairperson/ Independent	1 Oct 2014	1 Year 3 months	3	5	1
Mr.	Narayanan Kumar	DIN: 0007848	Independent	1 Apr 2014	1 Year and 9 months	5		3
Mr.	James Mark Merritt	DIN: 06500079	Non-Executive	15 Feb 2013	NA	1	1	-
Mr.	Lakshmikanth K Ananth	DIN 06508596	Non-Executive	28 Feb 2013	NA	1	1	-
Mr.	Stefan Antonio Lutz	DIN: 6810434	Non-Executive	12 Feb 2014	NA	1	-	-



*[Handwritten signature]*



## I. Composition of Board of Directors

Title Mr./ Mrs	Name of the Director	DIN	Category <sup>2</sup> (Chairperson/Executive/Non-Executive/ independent/Nominee)	Date of Appointment in the current term /cessation	Tenure <sup>3&amp;4</sup>	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Mary Teresa Hassett	DIN: 6983782	Non-Executive	30 Sep 2014	NA	1	-	-
Ms.	Jan Kathleen Hier	DIN:7360483	Independent	11 Dec 2015	21 days	1	1	-
Mr.	Jeff Thomas Ricci	DIN: 7363342	Non-Executive	11 Dec 2015	NA	1	-	-
Mr.	Friedrich Froeschl*	DIN: 2601362	NA	26 Oct 2015**	NA	NA	NA	NA
Mr.	Shankar Maitra*	DIN: 6748985	NA	26 Oct 2015**	NA	NA	NA	NA

\* - resigned during the quarter  
\*\* - represents date of resignation

- PAN number of any director would not be displayed on the website of Stock Exchange
- Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
- to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.
- Tenure as per Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 considered. The tenures are calculated as at 31 December 2015.



*[Handwritten signature]*

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category<sup>1</sup> (Chairperson/Executive/Non-Executive/independent/Nominee)</b>
1. Audit Committee	Mr. Narayanan Kumar Mr. Davinder Singh Brar Ms. Jan Kathleen Hier Mr. Lakshmikanth K Ananth	Chairperson-Independent director Independent Director Independent director Non-Executive Director
2. Nomination & Remuneration Committee	Mr. Davinder Singh Brar Ms. Jan Kathleen Hier Mr. Jeff Thomas Ricci Ms. Mary Hassett	Chairperson-Independent director Independent Director Non-Executive Director Non-Executive Director
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Davinder Sing Brar Mr. Lakshmikanth Ananth Mr. Balu Ganesh Ayyar Mr. James Mark Merritt	Chairperson-Independent director Non-Executive Director Executive Director Non-Executive Director
1. Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		



*[Handwritten signature]*

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
29 July 2015	20 Oct 2015	83 Days (Maximum of 120 days)	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 19-Oct 2015	Yes	Audit Committee 29- July-2015	82 days
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA)refer note below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	Yes		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
Note			
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) –<i>Not Applicable</i></p> <p>3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here: the Corporate</p>			



Governance Reports effective 31December 2015 will be placed before the Board as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Mphasis Limited**



**A Sivaram Nair**  
**Executive Vice President, Company Secretary,**  
**General Counsel and Ethics Officer**

**Note:** Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.



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## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. **For Quarter Ended** : 31<sup>st</sup> December, 2015
2. **ISIN** : INE 356A01018
3. **Face Value** : Rs. 10/- each
4. **Name of the Company** : Mphasis Limited
5. **Registered Office Address** : Bagmane World Technology Center,  
Marathalli Outer Ring Road, Doddannakhundhi  
Village, Mahadevapura  
Bengaluru - 560 048
6. **Correspondence Address** : Bagmane World Technology Center,  
Marathalli Outer Ring Road, Doddannakhundhi  
Village, Mahadevapura  
Bengaluru - 560 048
7. **Telephone & Fax Nos.** : Tel : 080 3352 4541, 4004 1045  
Fax : 080 6695 9943
8. **E-mail Address** : Sivaram.Nair@mphasis.com
9. **Names of the Stock Exchanges where Company's Securities are listed** : Listed on:  
National Stock Exchange of India Ltd. (NSE)  
Bombay Stock Exchange Ltd. (BSE)



**K RAJSHEKAR**  
**AARTHI G KRISHNA**  
**COMPANY SECRETARIES**

10. Issued Capital  
11. Listed Capital(Exchange-wise)  
12. Held in dematerialized form in CDSL  
13. Held in dematerialized form in NSDL  
14. Physical  
15. Total No. shares(12+13+14)

Number of shares	% of Total Issued Capital
210,190,871	100.00%
210,169,871	99.99%
1,041,189	0.49%
208,983,037	99.43%
145,645	0.07%
210,169,871	

16. Reasons for difference if any, between(10&11), (10&15), (11&15)

Difference between(10&11),(10&15):  
21000 Bonus shares are kept in abeyance

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars***	No. of shares	Applied /Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appr. pending for SE(Specify Names)
ESOP shares allotted on 04.11.2015	1,288	Applied	Yes on BSE & NSE	Yes	Yes	No
ESOP shares allotted on 23.11.2015	1,288	---	---	---	---	---
ESOP shares allotted on 30.11.2015	2,953	---	---	---	---	---
ESOP shares allotted on 08.12.2015	3,657	---	---	---	---	---
ESOP shares allotted on 17.12.2015	14,902	---	---	---	---	---
TOTAL	24,088					

\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)



**18. Register of Members is updated(Yes/ No)  
 If not, updated upto which date**

Yes
N.A

**19. Reference of previous quarter with regards to excess dematerialized shares, if any.**

There was no excess dematerialization of shares during the previous quarter

**20. Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?**

N.A

**21. Mentioned the total no. of requests, if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:**

Total No. of demat requests	No .of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	---	---
Pending for more than 21 days	NIL	---	---

**22. Name, Telephone & Fax No. of the Compliance Officer of the Company**

A. Sivaram Nair  
 EVP, Company Secretary,  
 General Counsel & Ethics Officer  
 Mphasis Limited  
 Bagmane World Technology Center,  
 Marathalli Outer Ring Road,  
 Doddannakhundhi Village, Mahadevapura  
 Bengaluru - 560 048  
 Tel : 080 3352 4541 4004 1045  
 Fax : 080 6695 9943

**23. Name, Address, Tel. & Fax No. Regn. No. of the Auditor**

Aarthi G Krishna  
 Company Secretary  
 104, 1<sup>st</sup> Floor, 4<sup>th</sup> Main, 10<sup>th</sup> Cross,  
 Malleswaram, Bengaluru - 560 003  
 CP. No. 5645  
 Tel : 080 2344 3712, 080 4128 1966  
 Fax : 080 2356 3321



**K RAJSHEKAR**  
**AARTHI G KRISHNA**  
**COMPANY SECRETARIES**

**24. Appointment of common agency for share registry work. If yes(name & address)**

Integrated Enterprises (India) Limited  
30, Ramana Residency  
4<sup>th</sup> Cross, Sampige Road  
Malleswaram, Bengaluru – 560 003  
Tel : 080 23460815

**25. Any other details that the auditor may like to provide.( e.g. BIFR company, delisting from SE, company changed its name, etc.)**

NONE

  
AARTHI G KRISHNA  
COMPANY SECRETARY  
C P. NO. 5645



Date : 13<sup>th</sup> January, 2016  
Place: Bengaluru





**STATEMENT OF INVESTOR'S COMPLAINTS OF THE COMPANY  
FOR THE QUARTER ENDED 31 DECEMBER 2015.**

No. of Investors Complaint pending at the beginning of the Quarter	No. of Investors Complaint received during the Quarter	No. of Investors Complaint disposed during the Quarter	No. of Investors Complaint unresolved during the Quarter
Nil	2	2	Nil

For Mphasis Limited

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

