

8 June 2017

The Listing Manager
BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 001

Dear Sirs,

SUB: Submission of Shareholding Pattern under Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Company had completed the buyback of 17,370,078 equity shares of the Company at a price of Rs. 635/- per equity share from the shareholders on June 2, 2017. Further to this, the paid up share capital of the Company, post buyback, is 193,047,002 equity shares of Rs.10 each.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose post buyback Shareholding Pattern under Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please note that the post buyback shareholding pattern is based on the record date fixed for the buyback i.e. 31 March 2017.

We request you to kindly take the above on record as required under provisions of aforesaid listing regulations.

Thanking you,

Yours faithfully,
For Mphasis Limited



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

Encl: As above



Mphasis Limited

Registered Office: Bagmane World Technology Centre Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India.
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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

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:-



Mphasis Limited

BSE-526299;NSE: MPHASIS/MPHASIS LIMITED / EQUITY

7-Jun-17

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)			Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) - Nil	Shareholding, as % 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)
								Equity	No of Voting Rights	Total				No. (a)	As a % of total Shares held (b)	No. (a) - Nil	As a % of total Shares held (b) - Nil	
(A)	Promoter & Promoter Group	1	116,691,668			116,691,668	60.45%	116,691,668		116,691,668	60.45%						116,691,668	
(B)	Public	25,010	76,351,874			76,351,874	39.55%	76,351,874		76,351,874	39.55%						76,220,869	
(C)	Non Promoter - Non Public	-	-			-	-	-		-	-						-	
(C1)	Shares underlying DRs	-	-			-	-	-		-	-						-	
(C2)	Shares held by Employee Trusts (Refer Note)	2	3,460			3,460	0.00%	3,460		3,460	0.00%						3,460	
	Total	25,013	193,047,002			193,047,002	100.00%	193,047,002	No Other Class of Securities	193,047,002	100.00%						192,915,997	

Note:

The Trustees of the Employee Trust of the Company do not exercise Voting Rights over the Shares held by them in such Trusts as per the provisions of SEBI (Share Based Employee Benefits) Regulation, 2014.



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

Category & Name of the Shareholders (i)	PAN	(ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	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	Shareholding, as % 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)
								Equity	No Other Class of Securities	Total					
								Total as a % of Total Voting rights							
(1) Indian		-	-	-											
(a) Individual/Hindu Undivided Family		-	-	-											
(b) Central Government / State Government(s)		-	-	-											
(c) Financial Institutions / Banks		-	-	-											
(d) Any Other (specify)		-	-	-											
Sub-Total (A)(1)		-	-	-											
(2) Foreign															
(a) Individuals (Non-Resident Individuals / Foreign Individuals)		-	-	-											
(b) Government		-	-	-											
(c) Institutions		-	-	-											
(d) Foreign Portfolio Investor		-	-	-											
(e) Any Other (specify)		-	-	-											
<i>Foreign Companies</i>															
MARBLE II PTE LTD	AAKCM2707K		1	116,691,668		116,691,668	60.45							116,691,668	
Sub-Total (A)(2)			1	116,691,668		116,691,668	60.45							116,691,668	
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			1	116,691,668		116,691,668	60.45	116,691,668		116,691,668				116,691,668	

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 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)	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 (v) - Nil		Total Nos. Shares held (vi)=(iv)+(v)	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 % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)- Nil	Number of Locked in shares (xii)	Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)
					Equity	No of Voting Rights	Total	Total as a % of Total Voting rights									
(1) Institutions																	
(a)	Mutual Fund		66	12,425,260					12,425,260	6.44							12,425,260
	ICICI PRUDENTIAL VALUE DISCOVERY FUND	AAAAI0038F	1	2,154,185					2,154,185	1.12							2,154,185
(b)	Venture Capital Funds		-	-					-	-							-
(c)	Alternative Investment Funds		-	-					-	-							-
(d)	Foreign Venture Capital Investors		-	-					-	-							-
(e)	Foreign Portfolio Investors		232	40,260,607					40,260,607	20.85							40,260,607
	ABERDEEN GLOBAL INDIAN EQUITY LIMITED	AABCP2263L	1	9,509,261					9,509,261	4.93							9,509,261
	ABERDEEN GLOBAL INDIAN EQUITY LIMITED	AABCP2263L	1	9,509,261					9,509,261	4.93							9,509,261
(f)	Financial Institutions/Banks		22	7,251,000					7,251,000	3.76							7,251,000
	LIC OF INDIA MARKET PLUS 1 GROWTH FUND	AAACL0582H	1	3,437,518					3,437,518	1.78							3,437,518
(g)	Insurance Companies		-	-					-	-							-
(h)	Provident Funds / Pension Funds		-	-					-	-							-
(i)	Any Other (specify)		-	-					-	-							-
	Sub-Total (B)(1)		320	59,936,867					59,936,867	31.05							59,936,867
(2) Central Government / State Government(s) / President of India																	
	Sub-Total (B)(2)		-	-					-	-							-
(3) Non-institutions																	
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.		24,224	4,538,173					4,538,173	2.35							4,538,173
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.		29	2,230,039					2,230,039	1.16							2,230,039
1	NBFCs registered with RBI		2	5,668					5,668	0.00							5,668
(C)	Employee Trusts		-	-					-	-							-
(D)	Overseas Depositories (holding DRs) (balancing figure)		-	-					-	-							-
(E)	Any Other (specify)		435	9,641,127					9,641,127	4.99							9,641,127
	Unclaimed suspense account (Details Attached)		1	18,150					18,150	0.01							18,150
	Body Corporate		320	9,517,325					9,517,325	4.93							9,517,325
	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	AADC1701E	1	4,401,735					4,401,735	2.28							4,401,735
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	AAAC17351P	1	2,758,639					2,758,639	1.43							2,758,639
	Clearing Member		105	59,002					59,002	0.03							59,002
	Foreign National		5	45,044					45,044	0.02							45,044
	Trusts		4	1,606					1,606	-							1,606
	Sub-Total (B)(3)		24,690	16,415,007					16,415,007	8.50							16,415,007
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		25,010	76,351,874					76,351,874	39.55							76,351,874
	Total Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)- Nil																
	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)-Nil																
	As a % of total Shares held (b)-Nil																
	No. -Not Applicable																
	As a % of total Shares held (b)-Not Applicable																

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	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)		Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) Nil	Total Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) Nil	Number of Locked in shares 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 EQUITY	Total							
(1) Custodian/DR Holder																
(a) Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employees Benefit Trust [under SEBI (Share based Employee Benefit) Regulations, 2014	-	2	3,460			3,460	0	3,460	3,460	0					3,460	
(a) Name (abc.....)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	2	3,460			3,460	0	3,460	3,460	0					3,460	

Notes:

- (1) PAN would not be displayed on website of Stock Exchange(s)
- (2) The above format needs to be disclose name of all holders holding more than 1% of total number of shares
- (3) 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 March 2017

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 SHANB	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
	TOTAL		18,150

