



4 January 2019

The Manager, Listing  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001

The Manager, Listing  
**National Stock Exchange of India Ltd**  
Exchange Plaza, Plot No. c/1,  
G-Block, Bandra-Kurla Complex,  
MUMBAI – 400 051

Dear Sirs,

**Sub: Submission of Shareholding Pattern under Regulation 31(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

We wish to inform you that the Company has completed the buyback of 7,320,555 equity shares of the Company at a price of Rs.1,350/- per equity share from the shareholders on December 28, 2018. Further to this, the paid up share capital of the Company, post buyback, is 186,096,553 equity shares of Rs.10 each.

We enclose post buyback Shareholding Pattern under Regulation 31(1)(c) 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. 25 October 2018.

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

Yours faithfully,

**For Mphasis Limited**

DocuSigned by:  
  
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**Subramanian Narayan**  
**Vice President and Company Secretary**

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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

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

28/12/2018 (Note 1)

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

*Note 1 : The post buyback shareholding pattern is based on the record date fixed for the buyback i.e. 25 October 2018.*

*\* 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:-



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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	1	97,317,781			97,317,781	52.29%	97,317,781		97,317,781	52.29%			-	-	97,317,781	
(B)	Public	83,450	88,776,252			88,776,252	47.71%	88,776,252			47.71%			NA	NA	88,678,289	
(C)	Non Promoter - Non Public	-	-			-	-	-			-			NA	NA	-	
(C1)	Shares underlying DRs	-	-			-	-	-			-			NA	NA	-	
(C2)	Shares held by Employee Trusts (Refer Note)	1	2,520			2,520	0.00%	2,520			0.00%			NA	NA	2,520	
	<b>Total</b>	<b>83,452</b>	<b>186,096,553</b>			<b>186,096,553</b>	<b>100.00%</b>	<b>186,096,553</b>			<b>100.00%</b>			-	<b>0.00%</b>	<b>185,998,590</b>	

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 .



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

(1)	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 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>	-	-	-		-	-	-	-	-					
(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>														
	MARBLE II PTE LTD		1	97,317,781		97,317,781	52.29	97,317,781		97,317,781					97,317,781
	<b>Sub-Total (A)(2)</b>		<b>1</b>	<b>97,317,781</b>		<b>97,317,781</b>	<b>52.29</b>	<b>97,317,781</b>		<b>97,317,781</b>					<b>97,317,781</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>		<b>1</b>	<b>97,317,781</b>		<b>97,317,781</b>	<b>52.29</b>	<b>97,317,781</b>		<b>97,317,781</b>					<b>97,317,781</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:**

- 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.



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**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	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	No. 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			77	14,673,854		14,673,854	7.89	14,673,854	14,673,854	7.89				14,673,854	
	LAND T MUTUAL FUND		1	3,241,046		3,241,046	1.74	3,241,046	3,241,046	1.74				3,241,046	
	UTI MUTUAL FUND		1	6,074,148		6,074,148	3.26	6,074,148	6,074,148	3.26				6,074,148	
	SUNDARAM MUTUAL FUND		1	1,959,936		1,959,936	1.05	1,959,936	1,959,936	1.05				1,959,936	
(b) Venture Capital Funds			-	-		-	-	-	-	-				-	
(c) Alternative Investment Funds			3	48,548		48,548	0.03	48,548.00	48,548.00	0.03				48,548	
(d) Foreign Venture Capital Investors			-	-		-	-	-	-	-				-	
(e) Foreign Portfolio Investors			351	52,758,372		52,758,372	28.35	52,758,372	52,758,372	28.35				52,758,272	
	ABERDEEN GLOBAL INDIAN EQUITY LIMITED		1	3,827,341		3,827,341	2.06	3,827,341	3,827,341	2.06				3,827,341	
	ISHANA CAPITAL MASTER FUND		1	1,970,714		1,970,714	1.06	1,970,714	1,970,714	1.06				1,970,714	
(f) Financial Institutions/Banks			12	590,360		590,360	0.32	590,360	590,360	0.32				590,360	
(g) Insurance Companies			-	-		-	-	-	-	-				-	
(h) Provident Funds / Pension Funds			-	-		-	-	-	-	-				-	
(i) Any Other (specify)			-	-		-	-	-	-	-				-	
<b>Sub-Total (B)(1)</b>			<b>443</b>	<b>68,071,134</b>		<b>68,071,134</b>	<b>36.58</b>	<b>68,071,134</b>	<b>68,071,134</b>	<b>36.58</b>				<b>68,071,034</b>	
<b>(2) Central Government / State Government(s) / President of India</b>			-	-		-	-	-	-	-				-	
<b>Sub-Total (B)(2)</b>			-	-		-	-	-	-	-				-	
<b>(3) Non-institutions</b>			-	-		-	-	-	-	-				-	
(a) Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.			81,947	8,988,769		8,988,769	4.83	8,988,769	8,988,769	4.83				8,891,906	
ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.			29	1,927,167		1,927,167	1.04	1,927,167	1,927,167	1.04				1,927,167	
1 NBFCs registered with RBI			2	4,550		4,550	0.00	4,550	4,550	0.00				4,550	
(C) Employee Trusts			-	-		-	-	-	-	-				-	
(D) Overseas Depositories (holding DRs)(balancing figure)			-	-		-	-	-	-	-				-	
(E) Any Other (specify)			1,029	9,784,632		9,784,632	5.26	9,784,632	9,784,632	5.26				9,783,632	
Unclaimed suspense account (Details Attached)			1	4,500		4,500	-	4,500	4,500	0				4,500	
Body Corporate			810	9,413,157		9,413,157	5.06	9,413,157	9,413,157	5.06				9,412,157	
	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.		1	2,875,821		2,875,821	1.55	2,875,821	2,875,821	1.55				2,875,821	
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD		1	2,782,976		2,782,976	1.50	2,782,976	2,782,976	1.5				2,782,976	
	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED		1	2,065,299		2,065,299	1.11	2,065,299	2,065,299	1.11				2,065,299	
Clearing Member			204	298,616		298,616	0.16	298,616	298,616	0.16				298,616	
Foreign National			6	21,830		21,830	0.01	21,830	21,830	0.01				21,830	
IEPF			1	40,306		40,306	0.02	40,306	40,306	0.02				40,306	
Trusts			7	6,223		6,223	0.00	6,223	6,223	0.00				6,223	
<b>Sub-Total (B)(3)</b>			<b>83,007</b>	<b>20,705,118</b>		<b>20,705,118</b>	<b>11.13</b>	<b>20,705,118</b>	<b>20,705,118</b>	<b>11.13</b>				<b>20,607,255</b>	
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>			<b>83,450</b>	<b>88,776,252</b>		<b>88,776,252</b>	<b>47.71</b>	<b>88,776,252</b>	<b>88,776,252</b>	<b>47.71</b>				<b>88,678,289</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	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			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)	Employees Benefit Trust (under SEBI Regulations, 2014)	-	1	2,520		2,520	0	2,520									2,520
(a)	Name (abc.....)	-	-	-													
	<b>Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	-	<b>1</b>	<b>2,520</b>		<b>2,520</b>	<b>0</b>	<b>2,520</b>									<b>2,520</b>

**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,



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

**Mphasis Limited**

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

**Report Date : 25 October 2018 ( Record date of Buy-back )**

SL.NO.	NAME OF THE SHAREHOLDER	NAME OF THE JOINT HOLDER	NO.OF SHARES HELD IN SUSPENSE ACCOUNT
1	KIRAN ARORA	MAJ J L ARORA	100
2	SATPAL S CHOUDHARY		300
3	AWADHESH KUMAR DUBEX		600
4	GEETA DUTTA		300
5	LALIT PARMANAND MANWANI		200
6	SOURYA RANJAN MAHAPATRA		600
7	HIRALAL PATEL		600
8	PAVAMAN D R		700
9	SHRENIWAS SAH		600
10	SUNITA SAINI	RAJINDER KUMAR SAINI	200
11	SUMITHA SAHA	SIKHARESH SAHA	100
12	FRANCIS SANTAMARIA		200
		<b>TOTAL</b>	<b>4,500</b>



01/10/18