

14 April, 2016

The Listing Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 0 01

Dear Sirs,

SUB: Submission of Shareholding Pattern, Corporate Governance Report for the quarter ended 31 March 2016


We refer to the Listing Regulations and enclose the following for the quarter ended 31 March 2016:

- Shareholding Pattern under Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ;
- Corporate Governance Report under Regulation 27(2) (a) of SEBI (Listing Obligations 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


Subramanian Narayan
Vice President & Dy. Company Secretary



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-Mar-16

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)	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)		
										Equity	Total											
(A)	Promoter & Promoter Group	3	127,106,266				127,106,266	60.47%		127,106,266	127,106,266											127,106,266
(B)	Public	27,803	82,731,601				82,731,601	39.36%		82,731,601	82,731,601											82,585,931
(C)	Non Promoter - Non Public	-	-				-	-		-	-											-
(C1)	Shares underlying DRs	-	-				-	-		-	-											-
(C2)	Shares held by Employee Trusts	2	349,250				349,250	0.17%		349,250	-											349,250
	Total	27,808	210,187,117				210,187,117	100.00%		210,187,117	209,837,867											210,041,447
										No Other Class of Securities												
										Total as a % of (A+B+C)												
										Total as a % of (A+B+C)												



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 sharehold er (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)=(v+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 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)
			Equity	No other Class of Securities	Total	Total										
(1) Institutions																
(a) Mutual Fund	80	13,443,975					13,443,975	6.40	13,443,975		6.40					13,443,375
ICICI PRUDENTIAL VALUE DISCOVERY FUND	1	2,346,484					2,346,484	1.12	2,346,484		1.12					2,346,484
(b) Venture Capital Funds	-	-					-	-	-		-					-
(c) Alternative Investment Funds	-	-					-	-	-		-					-
(d) Foreign Venture Capital Investors	228	46,185,982					46,185,982	21.97	46,185,982		21.97					46,182,782
(e) Foreign Portfolio Investors	1	10,359,822					10,359,822	4.93	10,359,822		4.93					10,359,822
ABERDEEN GLOBAL INDIAN EQUITY LIMITED	1	3,125,800					3,125,800	1.49	3,125,800		1.49					3,125,800
ABERDEEN GLOBAL-ASIAN SMALLER COMPANIES FUND	1	3,125,800					3,125,800	1.49	3,125,800		1.49					3,125,800
(f) Financial Institutions/Banks	22	7,338,782					7,338,782	3.49	7,338,782		3.49					7,338,782
LIC OF INDIA MARKET PLUS 1 GROWTH FUND	1	3,437,518					3,437,518	1.64	3,437,518		1.64					3,437,518
(g) Insurance Companies	-	-					-	-	-		-					-
(h) Provident Funds / Pension Funds	-	-					-	-	-		-					-
(i) Any Other (Specify)	-	-					-	-	-		-					-
Sub-Total (B)(1)	330	66,968,739					66,968,739	31.86	66,968,739		31.86					66,963,939
(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.	26,820	4,916,662					4,916,662	2.33	4,916,662		2.33					4,776,792
II. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	31	2,157,341					2,157,341	1.03	2,157,341		1.03					2,157,341
(b) NBFCs registered with RBI	4	2,827					2,827	0.00	2,827		0.00					2,827
(c) Employee Trusts	-	-					-	0.00	-		-					-
(d) Overseas Depositories (holding DRs)(balancing figure)	618	8,686,032					8,686,032	4.14	8,686,032		4.14					8,685,032
(e) Any Other (Specify)	1	18,150					18,150	0.01	18,150		0.01					18,150
Unclaimed suspense account (Details Attached)	422	8,419,079					8,419,079	4.01	8,419,079		4.01					8,418,079
Body Corporate	1	3,954,801					3,954,801	1.88	3,954,801		1.88					3,954,801
BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	1	2,985,138					2,985,138	1.42	2,985,138		1.42					2,985,138
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	187	202,909					202,909	0.10	202,909		0.10					202,909
Clearing Member	7	45,854					45,854	0.02	45,854		0.02					45,854
Foreign National	1	40					40	0	40		0.00					40
Trusts	27,473	15,762,862					15,762,862	7.50	15,762,862		7.50					15,621,992
Sub-Total (B)(3)	27,803	82,731,601					82,731,601	39.36	82,731,601		39.36					82,585,931
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)																

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:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) 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.

(3) 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 (XIII)	Number of equity shares held in dematerialized form (XIV) (Not Applicable)	
				No of Voting Rights					Total as a % of Total Voting rights								
									EQUITY	Total							
(1) Custodian/DR Holder																	
(a) Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014	-	2	349,250	-	-	-	349,250	0.17	349,250	349,250	0.17	-	-	-	-	349,250	-
(a) Name (abc.....)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	2	349,250	-	-	-	349,250	0.17	349,250	349,250	0.17	-	-	-	-	349,250	-

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 2016

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



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited
2. Quarter ending : 31st March 2016

I. Composition of Board of Directors

Title Mr./ Mrs	Name of the Director	PAN ¹ & DIN	Category ² (Chairperson/Executive/Non-Executive/ Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure ³ & ⁴	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.	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 6 months	3	5	1
Mr.	Narayanan Kumar	DIN: 0007848	Independent	1 Apr 2014	2 Years	5	-	3
Mr.	James Mark Merritt	DIN: 06500079	Non-Executive	15 Feb 2013	NA	1	1	-
Mr.	Lakshminikant 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	-	-
Ms.	Mary Teresa Hassett	DIN: 6983782	Non-Executive	30 Sep 2014	NA	1	-	-
Ms.	Jan Kathleen Hier	DIN:7360483	Independent	11 Dec 2015	3 months 21 days	1	1	-
Mr.	Jeff Thomas Ricci	DIN: 7363342	Non-Executive Director	11 Dec 2015	3 months 21 days	1	-	-

1. PAN number of any director would not be displayed on the website of Stock Exchange
2. 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
3. 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.
4. Tenure as per Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 considered. The tenures are calculated as at 31 March 2016.



II. Composition of Committees

Name of Committee	Name of Committee members	Category¹ (Chairperson/Executive/Non-Executive/Independent/Nominee)
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 Singh 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		
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)
20 Oct 2015	8 Jan 2016; and 4 Feb 2016	8 Jan 2016 – 79 days 4 Feb 2016 – 26 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
Audit Committee: 04-Feb 2016	Yes	Audit Committee 19- Oct-2015
Nomination and Remuneration committee: 04-Feb-2016	Yes	NA
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.		
Maximum gap between any two consecutive meetings in number of days*		
107 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

- 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.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) –*Not Applicable*
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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 Governance Report for the quarter ended 31 December 2015 was placed before the Board of Directors at their meeting held on Feb 4 2016 and there was no comments/observations from the Board on the same.

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.



Format to be submitted by listed entity at the end of the financial year

1. Name of Listed Entity : Mphasis Limited
2. Financial Year ending : 31st March 2016

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA



<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

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.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Mphasis Limited



A Sivaram Nair

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

