

11 January 2017

The Listing Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

Dear Sirs,

SUB: Submission of Shareholding Pattern, Corporate Governance Report, Investor Complaints Report and Reconciliation of Share Capital Audit Report

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 1996 and enclose the following for the quarter ended 31 December 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;
- Investor Complaints Report under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

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.
T: +91 080 3352 5000 | F: +91 080 6695 9943 | CIN: L30007KA1992PLC025294

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

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Mphasis Limited

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

31-Dec-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 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	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 (A+B+C)	No. (a)			As a % of total Shares held (b)		
(A)	Promoter & Promoter Group	1	127,108,444			127,108,444	60.42%	127,108,444	127,108,444	60.42%				-	-	127,108,444	
(B)	Public	27,417	83,064,301			83,064,301	39.48%	83,064,301	83,064,301	39.48%			NA	NA	NA	82,923,694	
(C)	Non Promoter - Non Public	-	-			-	-	-	-	-			NA	NA	NA	-	
(C1)	Shares underlying DRs	-	-			-	-	-	-	-			NA	NA	NA	-	
(C2)	Shares held by Employee Trusts (Refer Note)	2	211,660			211,660	0.10%	211,660	211,660	0.10%			NA	NA	NA	211,660	
	Total	27,420	210,384,405			210,384,405	100.00%	210,384,405	210,384,405	100.00%			-	-	-	210,243,798	

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 (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)
								Equity	No Other Class of Securities	Total					
(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)		-	-	-		-	-	-	-	-	-	-	-	0	
(2) Foreign		-	-	-		-	-	-	-	-	-	-	-	-	
Individuals (Non-Resident Individuals / Foreign Individuals)		-	-	-		-	-	-	-	-	-	-	-	-	
(a)		-	-	-		-	-	-	-	-	-	-	-	-	
(b) Government		-	-	-		-	-	-	-	-	-	-	-	-	
(c) Institutions		-	-	-		-	-	-	-	-	-	-	-	-	
(d) Foreign Portfolio Investor		-	-	-		-	-	-	-	-	-	-	-	-	
(e) Any Other (specify)		-	-	-		-	-	-	-	-	-	-	-	-	
<i>Foreign Companies</i>		-	-	-		-	-	-	-	-	-	-	-	-	
MARBLE II PTE LTD		-	1	127,108,444		127,108,444	60.42	-	-	-	-	-	-	127,108,444	
Sub-Total (A)(2)		-	1	127,108,444		127,108,444	60.42	-	-	-	-	-	-	127,108,444	
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		-	1	127,108,444		127,108,444	60.42	-	-	-	-	-	-	127,108,444	

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)		(11)	(12)	(13)	(14)	(15)	(16)	(17)
									(A+B+C2)	Total							
(the details of shareholders holding more than 1% is disclosed as Annexure I) Category & Name of the Shareholders (I)																	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)	(18)
Institutions	No. of fully paid up equity shares held (IV)	No. of shareholder (III)	PAN (II)	Shareholding % calculate as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Total Nos. Shares held (VII)=(V+V+VI)	Shareholding % calculate as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Equity	No other Class of Securities	Total	Total as a % of Total Voting rights	Number of Voting Rights held in each class of securities (IX)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)			
(a) Mutual Fund	67	14,167,906		6.73	14,167,906	6.73	14,167,906		14,167,906	6.73				14,166,306			
(b) ICICI PRUDENTIAL VALUE DISCOVERY FUND	1	2,346,484		1.12	2,346,484	1.12	2,346,484		2,346,484	1.12				2,346,484			
(c) Venture Capital Funds	-	-		-	-	-	-	-	-	-				-			
(d) Alternative Investment Funds	-	-		-	-	-	-	-	-	-				-			
(e) Foreign Venture Capital Investors	227	43,631,675		20.74	43,631,675	20.74	43,631,675		43,631,675	20.74				43,628,475			
(f) Foreign Portfolio Investors	1	10,241,396		4.87	10,241,396	4.87	10,241,396		10,241,396	4.87				10,241,396			
(g) ABERDEEN GLOBAL INDIAN EQUITY LIMITED	1	2,265,328		1.08	2,265,328	1.08	2,265,328		2,265,328	1.08				2,265,328			
(h) ABERDEEN GLOBAL-ASIAN SMALLER COMPANIES FUND	23	7,333,983		3.50	7,333,983	3.5	7,333,983		7,333,983	3.5				7,333,983			
(i) Financial Institutions/Banks	1	3,437,518		1.63	3,437,518	1.63	3,437,518		3,437,518	1.63				3,437,518			
(j) LIC OF INDIA MARKET PLUS 1 GROWTH FUND	-	-		-	-	-	-	-	-	-				-			
(k) Insurance Companies	-	-		-	-	-	-	-	-	-				-			
(l) Provident Funds / Pension Funds	-	-		-	-	-	-	-	-	-				-			
(m) Any Other (specify)	317	65,133,564		30.96	65,133,564	30.96	65,133,564		65,133,564	30.96				65,128,764			
(n) Sub-Total (8)(1)																	
(2) Central Government / State Government(s) / President of India																	
(3) Sub-Total (8)(2)																	
(3) Non-institutions																	
(a) Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.	26439	4,975,098		2.36	4,975,098	2.36	4,975,098		4,975,098	2.36				4,840,291			
ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	36	2,401,810		1.14	2,401,810	1.14	2,401,810		2,401,810	1.14				2,401,810			
1. NBFCs registered with RBI	2	7,705		0.00	7,705	0.00	7,705		7,705	0.00				7,705			
(C) Employee Trusts	-	-		-	-	-	-	-	-	-				-			
(D) Overseas Depositories (holding DRs) (balancing figure)	-	-		-	-	-	-	-	-	-				-			
(E) Any Other (specify)	623	10,546,124		5.01	10,546,124	5.01	10,546,124		10,546,124	5.01				10,545,124			
(F) Unclaimed suspense account (Details Attached)	1	18,150		0.01	18,150	0.01	18,150		18,150	0.01				18,150			
(G) Body Corporate	403	10,388,877		4.94	10,388,877	4.94	10,388,877		10,388,877	4.94				10,387,877			
(H) BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	1	4,728,988		2.25	4,728,988	2.25	4,728,988		4,728,988	2.25				4,728,988			
(I) ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD.	1	2,973,991		1.41	2,973,991	1.41	2,973,991		2,973,991	1.41				2,973,991			
(J) Clearing Member	208	91,613		0.04	91,613	0.04	91,613		91,613	0.04				91,613			
(K) Foreign National	6	45,054		0.02	45,054	0.02	45,054		45,054	0.02				45,054			
(L) Trusts	5	2,430		0.00	2,430	0.00	2,430		2,430	0.00				2,430			
(M) Sub-Total (8)(3)	27,100	17,930,737		8.52	17,930,737	8.52	17,930,737		17,930,737	8.52				17,794,930			
(N) Total Public Shareholding (8)=(8)(1)+(8)(2)+(8)(3)	27,417	83,064,301		39.48	83,064,301	39.48	83,064,301		83,064,301	39.48				82,923,694			

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.



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

(1)	(i) Category & Name of the Shareholders	(ii) PAN	(iii) No. of shareholder	(iv) No. of fully paid up equity shares held	Nos. of shares underlying Depository Receipts (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)			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	Total Shareholding, as % 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 EQUITY	Total	Total as a % of Total Voting rights						
(a)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Name of DR Holder (if available) Employee Benefit Trust [under SEBI (Share based Employee Benefit) Regulations, 2014] Refer Note 4)	-	2	211,660	-	211,660	0.1	211,660	0.1	211,660	0.1	-	-	-	211,660	
(a)	Name (abc.....) Total Non-Promoter-Non Public Shareholding (C)=(C1)+(C)(2)	-	2	211,660	-	211,660	0.1	211,660	0.1	211,660	0.1	-	-	-	211,660	

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 December 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 December 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	2 Years 3 months	3	5	1
Mr.	Narayanan Kumar	DIN: 0007848	Independent	1 Apr 2014	2 Years 9 months	6	-	3
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11 Dec 2015	1 Year 21 days	1	-	-
Mr.	David Lawrence Johnson	DIN: 07593637	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Paul James Upchurch	DIN: 07593638	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Dario Zamarian	DIN: 06810434	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	1 Sept 2016	NA	5	4	-
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	1 Sept 2016	NA	2	2	-

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 Disclosures Requirements) Regulations, 2015 considered. The tenures are calculated as at 31 December 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. Amit Dixit	Chairperson-Independent director Independent Director Independent director Non-Executive Director
2. Nomination & Remuneration Committee	Mr. Davinder Singh Brar Ms. Jan Kathleen Hier Mr. Amit Dixit Mr. David Lawrence Johnson	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. Balu Ganesh Ayyar Mr. Amit Dalmia	Chairperson-Independent 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)**

23 July 2016; and 27 Sept 2016	3 Nov 2016	27 Sept 2016 to 3 Nov 2016 – 36 days
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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: 3 Nov 2016	Yes	23 July 2016 and 27 Sept 2016	27 Sept 2016 to 3 Nov 2016 – 36 days
Nomination and Remuneration committee: 3 Nov 2016	Yes	23 July 2016 and 27 Sept 2016	27 Sept 2016 to 3 Nov 2016 – 36 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
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

- 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.
- 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 30 September 2016 was placed before the Board of Directors at their meeting held on 3 November 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.

**STATEMENT OF INVESTOR'S COMPLAINTS OF THE COMPANY
FOR THE QUARTER ENDED 31 DECEMBER 2016**

No. of Investors Complaint pending as at 1 October 2016	No. of Investors Complaint received during the Quarter	No. of Investors Complaint disposed during the Quarter	No. of Investors Complaint unresolved as at 31 December 2016
Nil	1	1	Nil

For Mphasis Limited



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

Date : 11 January 2017

Mphasis Limited

Registered Office: Bagmane World Technology Centre Marathahalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India.
T: +91 080 3352 5000 | F: +91 080 6695 9943 | CIN: L30007KA1992PLC025294



Integrated

since 1974

Investments Simplified

CIN NO: U65993TN1987PLC014964 SEBI REGN NO: INR000000544

IEIL/IG/16-Q4/039-MPH

DATE: 04/01/2017

The Company Secretary
M/s MPHASIS LIMITED
BAGAMANE WORLD TECHNOLOGY CENTRE
MARATHALLI RING ROAD, DODDANAKUNDHI VILLAGE
MAHADEVAPURA
BANGALORE 560048

Dear Sir/Madam,

Sub : Report on Redressal of Investor Complaints
Period : 01/10/2016 To 31/12/2016
ISIN : INE356A01018 BSE-Script-Code: 526299

We furnish below the details of complaints received and redressed for the aforesaid period.

Opening Balance Pending as at 01/10/2016	Received during the quarter	Disposed off during the quarter on or before 31/12/2016	Unresolved Pending as on 31/12/2016	Disposed off during 02/01/2017 To 03/01/2017
Nil	1	1	Nil	Nil

Summary of complaints:

1. Non-receipt of Refund Order/Allotment letter : Nil
2. Non-receipt of Dividend/Interest on shares/Debentures/
Fixed deposits/maturity amount on debentures : Nil
3. Non-receipt of Share Certificates : Nil
4. Non-receipt of Annual report/Rights forms/Bonus shares/
Interest on delayed refund/Dividend and Interest : 1
5. Others : Nil

Thanking You,

Yours faithfully,

For INTEGRATED ENTERPRISES (INDIA) LTD



Authorised Signatory



INTEGRATED ENTERPRISES (INDIA) LIMITED

#30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003.

Phone No.: 080 2346 0815 to 818 Fax No.: 080 2346 0819 Email ID: irg@integratedindia.in

Regd. Office: 5A, 5th Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017

K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

'BHAVANI', 104, 1ST FLOOR, 4TH MAIN
10TH CROSS, MALLESWARAM,
BENGALURU - 560 003.

Phone : 2344 3712
4128 1966
2356 3321

Email : rajaarthi.cs@gmail.com

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31st December, 2016
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)



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AARTHI G KRISHNA
COMPANY SECRETARIES

	Number of shares	% of Total Issued Capital
10. Issued Capital	21,04,05,405	100.00%
11. Listed Capital(Exchange-wise) *	21,03,84,405	99.99%
12. Held in dematerialized form in CDSL	12,07,216	0.57%
13. Held in dematerialized form in NSDL	20,90,36,582	99.35%
14. Physical	1,40,607	0.07%
15. Total No. shares(12+13+14)	21,03,84,405	

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

Difference between (10&11),(10&15):
21,000 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)
Allotment on 03.10.2016 under						
RSU-2014 Scheme	26746	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 14.10.2016 under						
RSU-2014 Scheme	110155	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 23.11.2016 under						
RSU-2014 Scheme	12947	Applied	Yes on BSE & NSE	Yes	Yes	No



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Allotment on 06.12.2016 under						
RSU-2014 Scheme	4562	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 13.12.2016 under						
ESOP 1998-Version II Scheme	1000	Applied	Yes on BSE & NSE	Yes	Yes	No
Allotment on 19.12.2016 under						
RSU-2014 Scheme	2010	Applied	Yes on BSE & NSE	Yes	Yes	No
TOTAL	157150					

*** 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	---	---



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K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

**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 : 6695 9943

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


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

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

Integrated Enterprises (India) Limited
30, Ramana Residency, 4th Cross,
Sampige Road, Malleswaram,
Bengaluru – 560 003,
Tel : 080 23460815-818

**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



10th January, 2017

