

13 April 2017

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

Dear Sirs,

SUB: Submission of Shareholding Pattern, Corporate Governance Report and Investor's Complaints Report

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enclose the following for the quarter ended 31 March 2017:

- Shareholding Pattern under Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Investor's Complaints Report under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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



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

31-Mar-17

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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:-

For Mphasis Limited


A. Sivaram Nair
Executive Vice President,
Company Secretary,
General Counsel & Ethics Officer



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	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)	
								Equity	No Other Class of Securities							
(A)	Promoter & Promoter Group	1	127,108,444			127,108,444	60.41%	127,108,444			127,108,444		-	-	127,108,444	
(B)	Public	34,242	83,305,176			83,305,176	39.59%	83,305,176			83,174,171		NA	NA	83,174,171	
(C)	Non Promoter - Non Public	-	-			-	-	-			-		NA	NA	-	
(C1)	Shares underlying DRs	-	-			-	-	-			-		NA	NA	-	
(C2)	Shares held by Employee Trusts (Refer Note)	2	3,460			3,460	0.00%	3,460			3,460		NA	NA	3,460	
	Total	34,245	210,417,080			210,417,080	100.00%	210,417,080			210,417,080		-	0.00%	210,286,075	

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 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)	Indian	-	-	-	- Nil	-	-	-	-	-	- Nil	- Nil	- Nil	-						
(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					- Nil										- Nil	- Nil	- Nil	0	
(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	127,108,444	127,108,444		60.41	127,108,444	127,108,444	60.41										
	Sub-Total (A)(2)		1	127,108,444	127,108,444		60.41	127,108,444	127,108,444	60.41										
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	127,108,444	127,108,444		60.41	127,108,444	127,108,444	60.41										

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)	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)=(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)			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)
								No of Voting Rights		Total as a % of Total Voting rights					
								Equity	Total						
(1) Institutions															
(a) Mutual Fund			66	13,433,343		13,433,343	6.39	13,433,343							13,431,743
	ICICI PRUDENTIAL VALUE DISCOVERY FUND		1	2,346,484		2,346,484	1.12	2,346,484							2,346,484
(b) Venture Capital Funds			-	-		-	-	-							-
(c) Alternative Investment Funds			-	-		-	-	-							-
(d) Foreign Venture Capital Investors			-	-		-	-	-							-
(e) Foreign Portfolio Investors			232	42,950,948		42,950,948	20.41	42,950,948							42,947,748
	ABERDEEN GLOBAL INDIAN EQUITY LIMITED		1	10,241,396		10,241,396	4.87	10,241,396							10,241,396
(f) Financial Institutions/Banks			22	7,288,467		7,288,467	3.46	7,288,467							7,288,467
	LIC OF INDIA MARKET PLUS 1 GROWTH FUND		1	3,437,518		3,437,518	1.63	3,437,518							3,437,518
(g) Insurance Companies			-	-		-	-	-							-
(h) Provident Funds / Pension Funds			-	-		-	-	-							-
(i) Any Other (specify)			-	-		-	-	-							-
	Sub-Total (B)(1)		320	63,672,758		63,672,758	30.26	63,672,758							63,667,958
(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.			33,226	6,829,291		6,829,291	3.25	6,829,291							6,704,086
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.		33	2,375,281		2,375,281	1.13	2,375,281							2,375,281
(b) NBFCs registered with RBI			2	6,077		6,077	0.00	6,077							6,077
(c) Employee Trusts			-	-		-	-	-							-
(d) Overseas Depositories (holding DRs)(balancing figure)			-	-		-	-	-							-
(e) Any Other (specify)			661	10,421,769		10,421,769	4.95	10,421,769							10,420,769
	Unclaimed suspense account (Details Attached)		1	18,150		18,150	0.01	18,150							18,150
	Body Corporate		543	10,295,970		10,295,970	4.89	10,295,970							10,294,970
	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.		1	4,789,020		4,789,020	2.28	4,789,020							4,789,020
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD		1	2,973,991		2,973,991	1.41	2,973,991							2,973,991
	Clearing Member		108	60,865		60,865	0.03	60,865							60,865
	Foreign National		5	45,044		45,044	0.02	45,044							45,044
	Trusts		4	1,740		1,740	0.00	1,740							1,740
	Sub-Total (B)(3)		33,922	19,632,418		19,632,418	9.33	19,632,418							19,506,213
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		34,242	83,305,176		83,305,176	39.59	83,305,176							83,174,171

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)	Custodian/DR Holder						-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if available)	-	-	-			-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust [under SEBI (Share based Employee Benefit) Regulations, 2014(Refer Note 4)	-	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



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited
 2. Quarter ending : 31st March 2017

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 (Cessation date:29 Jan 2017)	NA	NA (ceased as the CEO)	NA (ceased as the CEO)	NA (ceased as the CEO)
Mr.	Nitin Rakesh	DIN: 00042261	Executive	29 Jan 2017	NA	1	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/ Independent	1 Oct 2014	2 Years 6 months	3	6	1
Mr.	Narayanan Kumar	DIN: 00007848	Independent	1 Apr 2014	3 Years	6	-	4
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11 Dec 2015	1 Year 3 months 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: 07599359	Non-Executive	1 Sept 2016	NA	1	-	-
Mr.	Amit Dixit	DIN: 01798942	Non-Executive	1 Sept 2016	NA	4	3	-
Mr.	Amit Dalmia	DIN: 05313886	Non-Executive	1 Sept 2016	NA	2	3	-

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 2017.



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	Ms. Jan Kathleen Hier Mr. Davinder Singh Brar 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. Nitin Rakesh 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)
3 Nov 2016	27 Jan 2017 and 31 Jan 2017	03 Nov 2016 to 27 Jan 2017 – 84 days and 27 Jan 2017 to 31 Jan 2017 – 3 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: 31 Jan 2017	Yes	03 Nov 2016	03 Nov 2016 to 31 Jan 2017 – 88 days
Nomination and Remuneration committee: : 27 Jan 2017 and 31 Jan 2017	Yes	03 Nov 2016	03 Nov 2016 to 27 Jan 2017 – 84 days 27 Jan 2017 to 31 Jan 2017 – 3 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	NA
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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) –*Not Applicable*
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.
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.
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 Governance Report for the quarter ended 31 December 2016 was placed before the Board of Directors at their meeting held on 31 January 2017 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.



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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	
e-mail 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
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes

Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Notes:

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**

Bangalore

13 April 2017




**STATEMENT OF INVESTOR'S COMPLAINTS OF THE COMPANY
FOR THE QUARTER ENDED 31 MARCH 2017**

No. of Investors Complaint pending as at 1 January 2017	No. of Investors Complaint received during the Quarter	No. of Investors Complaint disposed during the Quarter	No. of Investors Complaint unresolved as at 31 March 2017
Nil	2	2	Nil

For Mphasis Limited




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



Date : 13 April 2017

IRMSPL/IG/17-Q1/039-MPH

DATE: 04/04/2017

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 : 01/01/2017 To 31/03/2017
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 01/01/2017	Received during the quarter	Disposed off during the quarter on or before 31/03/2017	Unresolved Pending as on 31/03/2017	Disposed off during 01/04/2017 To 03/04/2017
Nil	2	2	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 : 2
5. Others : Nil

Thanking You,

Yours faithfully,

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD



Authorised Signatory



INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD

#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: 2nd Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017

CIN : U74900TN2015PTC101466 ; SEBI Regn No: INR000000544

"Appointment of a nominee for the shares held by you is not an option but your right!! Please exercise your right to nominate"