



11 October 2018

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

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 and Corporate Governance Report

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations) and enclose the following for the quarter ended 30 September 2018 :

- 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;

We request you to kindly take the above on record as required under the provisions of Listing Regulations.

Thanking you,

Yours faithfully,
For Mphasis Limited

DocuSigned by:
Subramanian Narayan
864FB8DBFAE44A7...

Subramanian Narayan
Vice President and Company Secretary

Encl.- As above

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Mphasis Limited
Annexure I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Mphasis Limited
2. Quarter ending : 30th September 2018

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)	No. 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.	Nitin Rakesh	DIN 00042261	Executive	29 Jan 2017	NA	1	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/ Independent	1 Oct 2014	4 Years	3	5	1
Mr.	Narayanan Kumar	DIN:00007848	Independent	1 Apr 2014	4 years, 6 Months	7	3	4
Ms.	Jan Kathleen Hier	DIN:07360483	Independent	11 Dec 2015	2 Years, 9 months 21 days	1	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.	Marshall Jan Lux	DIN:08178748	Non-Executive	7 Aug 2018 (Appointment)	NA	1	-	-
Mr.	Dario Zamarian	DIN: 07599359	Non-Executive	6 Aug 2018 (Cessation)	NA	1	-	-
Mr.	Amit Dixit	DIN:01798942	Non-Executive	1 Sept 2016	NA	2	2	-
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 30 September 2018.

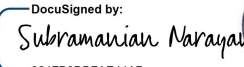




Mphasis Limited

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)	
10 May 2018	7 August 2018	10 May 2018 to 7 August 2018 – 88 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 : 7 August 2018	Yes	10 May 2018	88 days
Nomination and Remuneration committee: : NIL	NA	10 May 2018	NA
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			



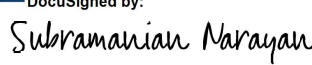


Mphasis Limited

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
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) –<i>Not Applicable</i> <p>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.</p> <p>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.</p> <p>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:</p> <p><u>The Corporate Governance Report for the quarter ended 30 June 2018 was placed before the Board of Directors at their meeting held on 7 August 2018 and there was no comments/observations from the Board on the same.</u></p>	
<p>For Mphasis Limited</p> <p>DocuSigned by:  864FB8DBFAE44A7... Subramanian Narayan Vice President and Company Secretary</p>  	

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 III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Mphasis Limited</p> <p>DocuSigned by:  <small>864FB8DBFAE44A7...</small></p>  <p><small>DS</small> </p> <p>Subramanian Narayan Vice President and Company Secretary Bengaluru 11 October 2018</p>		

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

30-Sep-18

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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:-



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 (A+B+C2)	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)- Not Applicable	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)	
								Equity	No Other Class of Securities							
(A)	Promoter & Promoter Group	1	101,230,853			101,230,853	52.34%	101,230,853			101,230,853	52.34%	-	-	101,230,853	
(B)	Public	45,587	92,183,735			92,183,735	47.66%	92,183,735			92,183,735	47.66%	NA	NA	92,085,318	
(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			2,520	0.00%	NA	NA	2,520	
	Total	45,589	193,417,108			193,417,108	100.00%	193,417,108			193,417,108	100.00%	-	-	193,318,691	

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	-	-	-	No. of shares underlying Depository Receipts (VI) - Nil	-	-	-	-	-	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	No. (a) - Nil	As a % of total Shares held (b) - Nil	No. (a) - Nil	As a % of total Shares held (b) - 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					No. of shares underlying Depository Receipts (VI) - Nil													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	No. (a) - Nil	As a % of total Shares held (b) - Nil	No. (a) - Nil	As a % of total Shares held (b) - Nil	
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-			-	-	-	-								-							
(b)	Government	-	-	-			-	-	-	-								-							
(c)	Institutions	-	-	-			-	-	-	-								-							
(d)	Foreign Portfolio Investor	-	-	-			-	-	-	-								-							
(e)	Any Other (specify)	-	-	-			-	-	-	-								-							
	Foreign Companies																								
	MARBLE II PTE LTD		1	101,230,853				101,230,853	52.34	101,230,853								52.34							
	Sub-Total (A)(2)		1	101,230,853				101,230,853	52.34	101,230,853								52.34							
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	101,230,853			101,230,853	52.34	101,230,853	52.34															

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

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	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)
							No of Voting Rights		Total as a % of Total Voting rights					
							Equity	Total						
(1) Institutions														
(a) Mutual Fund			81	16,106,053	16,106,053	8.33	16,106,053	16,106,053	8.33					16,106,053
	L AND T MUTUAL FUND TRUSTEE LTD-L AND T HYBRID EQUITY FUND (including other L & T mutual funds consolidated based on PAN)			3,231,793	3,231,793	1.67	3,231,793	3,231,793	1.67					3,231,793
	UTI-DIVIDEND YIELD FUND (including other UTI mutual funds consolidated based on PAN)			6,702,029	6,702,029	3.47	6,702,029	6,702,029	3.47					6,702,029
	SUNDARAM MUTUAL FUNDS - (including other Sundaram Mutual Funds consolidated based on PAN)			2,089,324	2,089,324	1.08	2,089,324	2,089,324	1.08					2,089,324
(b) Venture Capital Funds			-	-	-	-	-	-	-					-
(c) Alternative Investment Funds			2	28,970	28,970	0.01	28,970	28,970	0.01					28,970
(d) Foreign Venture Capital Investors			-	-	-	-	-	-	-					-
(e) Foreign Portfolio Investors			374	56,235,435	56,235,435	29.07	56,235,435	56,235,435	29.07					56,235,335
	ABERDEEN GLOBAL INDIAN EQUITY LIMITED			4,064,656	4,064,656	2.1	4,064,656	4,064,656	2.1					4,064,656
	OPPENHEIMER INTERNATIONAL FUND			2,811,074	2,811,074	1.45	2,811,074	2,811,074	1.45					2,811,074
	MATTHEWS INDIA FUND			2,559,069	2,559,069	1.32	2,559,069	2,559,069	1.32					2,559,069
(f) Financial Institutions/Banks			14	709,831	709,831	0.37	709,831	709,831	0.37					709,831
(g) Insurance Companies			-	-	-	-	-	-	-					-
(h) Provident Funds / Pension Funds			-	-	-	-	-	-	-					-
(i) Any Other (specify)			-	-	-	-	-	-	-					-
Sub-Total (B)(1)			471	73,080,289	73,080,289	37.78	73,080,289	73,080,289	37.78					73,080,189
(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.			44,075	6,230,428	6,230,428	3.22	6,230,428	6,230,428	3.22					6,133,111
ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.			29	1,976,135	1,976,135	1.02	1,976,135	1,976,135	1.02					1,976,135
1 NBFCs registered with RBI			1	4,591	4,591	-	4,591	4,591	-					4,591
(C) Employee Trusts			-	-	-	-	-	-	-					-
(D) Overseas Depositories (holding DRs)(balancing figure)			-	-	-	-	-	-	-					-
(E) Any Other (specify)			1,011	10,892,292	10,892,292	5.64	10,892,292	10,892,292	5.64					10,891,292
Unclaimed suspense account (Details Attached)			1	4,500	4,500	-	4,500	4,500	-					4,500
Body Corporate			638	10,189,256	10,189,256	5.28	10,189,256	10,189,256	5.28					10,188,256
	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.		1	3,072,666	3,072,666	1.59	3,072,666	3,072,666	1.59					3,072,666
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD		1	3,061,856	3,061,856	1.58	3,061,856	3,061,856	1.58					3,061,856
Clearing Member			359	629,976	629,976	0.33	629,976	629,976	0.33					629,976
Foreign National			5	21,712	21,712	0.01	21,712	21,712	0.01					21,712
Trusts			7	6,542	6,542	0.00	6,542	6,542	0.00					6,542
IEPF			1	40,306	40,306	0.02	40,306	40,306	0.02					40,306
Sub-Total (B)(3)			45,116	19,103,446	19,103,446	9.88	19,103,446	19,103,446	9.88					19,005,129
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)			45,587	92,183,735	92,183,735	47.66	92,183,735	92,183,735	47.66					92,085,318

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)	Employees Benefit Trust [under SEBI (Share based Employee Benefit) Regulations, 2014	-	1	2,520			2,520	0.00	2,520	Class Y- Nil							2,520
(a)	Name (abc.....)	-	-	-			-	-	-								-
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	1	2,520			2,520	0.00	2,520								2,520

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 : 30 September 2018**

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
TOTAL			4,500


 A logo consisting of a blue square with rounded corners. Inside the square, the letters 'DS' are written in a small font at the top, and 'SN' is written in a larger, stylized font below it.