



14 October 2016

The Listing Manager
Bombay Stock Exchange Limited
Floor 25, P J Towers, Dalal Street,
Mumbai 400 001

Dear Sirs,

SUB: Submission of Shareholding Pattern and Corporate Governance Report

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enclose the following for the quarter ended 30 September 2016:

- Shareholding Pattern under Regulation 31(1); and
- Corporate Governance Report under Regulation 27(2)

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

DocuSigned by:
A Sivaram Nair
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A Sivaram Nair
EVP, Company Secretary,
General Counsel & Ethics Officer
Encl: As above

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Mphasis Limited

Registered Office: Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore – 560 048, India.
Ph.: +91 080 3352 5000; Fax: +91 080 6695 9943; CIN:L30007KA1992PLC025294



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 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	5	1
Mr.	Narayanan Kumar	DIN: 0007848	Independent	1 Apr 2014	2 Years 6 months	6	-	3
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11 Dec 2015	9 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: 06810434	Non-Executive	1 Sept 2016	NA	1	-	-
Ms.	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	-
Mr.	James Mark Merritt (Ceased to be a director)	DIN: 06500079	Non-Executive	1 Sep 2016 (Date of Cessation)	NA	-	-	-

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Mr.	Lakshmikanth K Ananth (Ceased to be a director)	DIN: 06508596	Non-Executive	1 Sep 2016 (Date of Cessation)	NA	-	-	-
Mr.	Stefan Antonio Lutz (Ceased to be a director)	DIN: 6810434	Non-Executive	1 Sep 2016 (Date of Cessation)	NA	-	-	-
Ms.	Mary Teresa Hasset (Ceased to be a director)	DIN: 6983782	Non-Executive	1 Sep 2016 (Date of Cessation)	NA	-	-	-
Mr.	Jeff Thomas Ricci (Ceased to be a director)	DIN: 7363342	Non-Executive Director	1 Sep 2016 (Date of Cessation)	NA	-	-	-

- PAN number of any director would not be displayed on the website of Stock Exchange
- 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
- 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.
- Tenure as per Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 considered. The tenures are calculated as at 30 September 2016.

II. Composition of Committees

Name of Committee	Name of Committee members	Category ¹ (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. Balu Ganesh Ayyar Mr. Amit Dalmia	Chairperson-Independent director Executive Director Non-Executive Director

- 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)
15 Apr 2016; and 26 May 2016	23 July 2016; and 27 Sept 2016	26 May 2016 to 23 July 2016 – 57 days 23 July 2016 to 27 Sept 2016 – 65 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: 23 July 2016 and 27 Sept 2016	Yes	15 Apr 2016 and 26 May 2016	26 May 2016 to 23 July 2016 – 57 days 23 July 2016 to 27 Sept 2016 – 65 days
Nomination and Remuneration committee: 23 July 2016 and 27 Sept 2016	Yes	25 May 2016	25 May 2016 to 23 July 2016 – 58 days 23 July 2016 to 27 Sept 2016 – 65 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) ^{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.

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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 30 June 2016 was placed before the Board of Directors at their meeting held on 23 July 2016 and there was no comments/observations from the Board on the same.

For Mphasis Limited

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A Sivaram Nair
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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.

Mphasis Limited

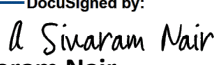
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ANNEXURE III

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)_{refer note below}
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)	NA*
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA*
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><i>* Considering the Change of Control, the Company had made application to the Registrar of Companies, Karnataka, under Section 96 of the Companies Act, 2013, seeking extension of time for holding the Twenty Fifth Annual General Meeting (AGM) till 31 December 2016. The Registrar of Companies, Karnataka, has vide its order dated 28 July 2016, approved extension of time for holding the AGM till 31 December 2016. The Twenty Fifth Annual General Meeting of the Company has been convened on 4 November 2016 and the Annual Reports along with the Notice of the Annual General Meeting has been dispatched to the Shareholders. Accordingly, the Compliance in relation to presence of the Chairperson of the Audit Committee and Nomination and Remuneration Committee is not applicable for the half year ended 30 September 2016.</i></p>		
<p>For Mphasis Limited</p> <p>DocuSigned by:  A Sivaram Nair <small>DBB133A904C4480...</small></p> <p>Executive Vice President, Company Secretary, General Counsel and Ethics Officer Bangalore 14 October 2016</p>		

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Format of Holding of Securities

- 1 Name of the Listed Entity
- 2 Scrip Code/Name of Scrip/Class of Security
- 3 Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

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

30-Sep-16

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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:-

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Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Total Nos. shares held (VII)=(IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) - Nil	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
						Equity	No of Voting Rights	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	60.46%	127,108,444	-	127,108,444	60.46%	-	-	-	127,108,444	
(B)	Public	28,055	82,779,415	82,779,415	39.38%	82,779,415	-	82,779,415	39.38%	-	-	NA	82,638,645	
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	NA	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	NA	-	
(C2)	Shares held by Employee Trusts (Refer Note)	2	339,396	339,396	0.16%	339,396	-	339,396	0.16%	-	-	NA	339,396	
	Total	28,058	210,227,255	210,227,255	100.00%	210,227,255	210,227,255	210,227,255	100.00%	Nil	Nil	0.00%	210,086,485	

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)		Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)=(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			No of Voting Rights	Total as a % of Total Voting rights					
(1)	Indian		-	-	-			-	-							
(a)	Individual/Hindu Undivided Family		-	-	-			-	-							
(b)	Central Government / State Government(s)		-	-	-			-	-							
(c)	Financial Institutions / Banks		-	-	-			-	-							
(d)	Any Other (specify)		-	-	-			-	-							
(2)	Sub-Total (A)(1)		-	-	-			-	-							0
	Foreign		-	-	-			-	-							
(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	AAKCM2707K		1	127,108,444			127,108,444	60.46							127,108,444
	Sub-Total (A)(2)			1	127,108,444			127,108,444	60.46							127,108,444
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			1	127,108,444			127,108,444	60.46							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
(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	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 % 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					
(1) Institutions														
(a) Mutual Fund		73	13,505,507			13,505,507	6.42							13,503,907
ICICI PRUDENTIAL VALUE DISCOVERY FUND	AAAAI0038F	1	2,346,484			2,346,484	1.12							2,346,484
(b) Venture Capital Funds		-	-			-	-							-
(c) Alternative Investment Funds		-	-			-	-							-
(d) Foreign Venture Capital Investors		-	-			-	-							-
(e) Foreign Portfolio Investors		218	43,954,296			43,954,296	20.91							43,951,096
ABERDEEN GLOBAL INDIAN EQUITY LIMITED	AABCP2265L	1	10,359,822			10,359,822	4.93							10,359,822
ABERDEEN GLOBAL-ASIAN SMALLER COMPANIES FUND	AAFCAG9270L	1	3,005,800			3,005,800	1.43							3,005,800
(f) Financial Institutions/Banks		23	7,367,829			7,367,829	3.50							7,367,829
LIC OF INDIA MARKET PLUS 1 GROWTH FUND	AAACI0582H	1	3,437,518			3,437,518	1.64							3,437,518
(g) Insurance Companies		-	-			-	-							-
(h) Provident Funds / Pension Funds		-	-			-	-							-
(i) Any Other (specify)		-	-			-	-							-
Sub-Total (B)(1)		314	64,827,632			64,827,632	30.84							64,822,832
Sub-Total (B)(2)														
(2) Central Government / State Government(s) / President of India														
(3) Non-institutions														
(a) Individuals - i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.		27009	5,148,464			5,148,464	2.45							5,013,494
ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.		33	2,394,563			2,394,563	1.14							2,394,563
I NBFCs registered with RBI		1	35			35	0.00							35
(C) Employee Trusts		-	-			-	-							-
(D) Overseas Depositories (holding DRs)(balancing figure)		-	-			-	-							-
(E) Any Other (specify)		698	10,408,721			10,408,721	4.95							10,407,721
Unclaimed suspense account (Details Attached)		1	18,150			18,150	0.01							18,150
Body Corporate		428	10,124,656			10,124,656	4.82							10,123,656
BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	AAADCA1701E	1	4,715,535			4,715,535	2.24							4,715,535
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	AAACI7351P	1	2,966,883			2,966,883	1.41							2,966,883
Clearing Member		259	220,521			220,521	0.10							220,521
Foreign National		6	45,054			45,054	0.02							45,054
Trusts		4	340			340	0.00							340
Sub-Total (B)(3)		27,741	17,951,783			17,951,783	8.54							17,815,813
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		28,055	82,779,415			82,779,415	39.38							82,638,645

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

Shareholders Category & Name of the Shareholders	PAN (I)	No. of shareholder (II)	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+CZ) (VIII)	Number of Voting Rights held in each class of securities		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	Number of equity shares held in dematerialized form (XIV) (Not Applicable)
							Class Y-NII	Class Y-NII						
							EQITY	Total						
(1) Custodian/DR Holder														
(a) Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employees Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014 (Refer Note 4)	-	2	339,396	Partly paid-up equity shares held (V) - Nil	339,396	0.16	339,396	339,396	0.16	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) Nil	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) Nil	No. Nil	No. -Not Applicable	339,396
(a) Name (abc.....)	-	-	-											
Total Non-Promoter-Non Public Shareholding (C)= (C1)+(C)2	-	2	339,396		339,396	0.16	339,396	339,396	0.16					339,396

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,
- (4) Includes 26,136 shares allotted on 20 September 2016, pursuant to exercise of options, held by Mphasis Employees Benefit Trust under Tempoproxy ISIN IN8356A01017, which was listed on 3 October 2016.