

8 July, 2016

The Listing Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 001

Dear Sirs,

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

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

- Shareholding Pattern under Regulation 31(1);
- Corporate Governance Report under Regulation 27(2) (a);and
- Investor's Complaints Report under Regulation 13(3).

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



Format of Holding of Securities

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

4 **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information

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	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X) - Nil	Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Shares 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	Equity	Total			No. (a)	As a % of total Shares held (b)	No. (a) - Nil	As a % of total Shares held (b) - Nil	
(A)	Promoter & Promoter Group	3	127,106,266			127,106,266	60.47%		127,106,266		127,106,266	60.47%					127,106,266
(B)	Public	27,648	82,765,076			82,765,076	39.38%		82,765,076		82,765,076	39.38%					82,621,406
(C)	Non Promoter - Non Public	-	-			-	-		-		-	-					-
(C1)	Shares underlying DRs	-	-			-	-		-		-	-					-
(C2)	Shares held by Employee Trusts (Refer Note)	2	324,510			324,510	0.15%		324,510		324,510	0.15%					324,510
	Total	27,653	210,195,852			210,195,852	100.00%		210,195,852		210,195,852	100.00%					210,052,182

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)	Party paid-up equity shares held (V) - Nil		Nos. of shares underlying Depository Receipts (VI) - Nil		Shareholding % calculated as per SCRR, 1957 As a % of (A+B+CZ) (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) (XI)=(VII)+(X) as a % of A+B+CZ - 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		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)																
Sub-Total (A)(1)																
(2) Foreign																
(a) Individuals (Non-Resident Individuals / Foreign Individuals)																
(b) Government Institutions																
(c) Foreign Portfolio Investor																
(d) Any Other (specify)																
Foreign Companies																
EDS WORLD CORPORATION (FAR EAST) LLC	AABCE7979E		1	44,104,064				44,104,064	20.98	44,104,064					44,104,064	
EDS ASIA PACIFIC HOLDINGS	AABCE9610L		1	83,002,201				83,002,201	39.49	83,002,201					83,002,201	
EDS WORLD CORPORATION (NETHERLANDS) LLC	AABCE7978F		1	1				1	0.00	1					1	
Sub-Total (A)(2)			3	127,106,266				127,106,266	60.47	127,106,266					127,106,266	
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			3	127,106,266				127,106,266	60.47	127,106,266						127,106,266

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.



4/6
Table III - Statement showing Shareholding Pattern of the Public Shareholder
(The details of shareholders holding more than 1% is disclosed as Annexure)

(1)	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		Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C) (viii)	Number of Voting Rights held in each class of securities (ix)			Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (x) - 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 of Voting Rights	Total	Total as a % of Total Voting Rights		No. (a) - Nil	As a % of total Shares held (b) - Nil	No. Not Applicable				
(1)	Institutions															
(a)	Mutual Fund		98	14,707,875					7.00	14,707,875	7.00				14,706,275	
	ICICI PRUDENTIAL VALUE DISCOVERY FUND	AAAA10038F	1	2,346,484					1.12	2,346,484	1.12				2,346,484	
(b)	Venture Capital Funds		-	-					-	-	-				-	
(c)	Alternative Investment Funds		-	-					-	-	-				-	
(d)	Foreign Venture Capital Investors		216	43,054,402					20.48	43,054,402	20.48				43,051,202	
(e)	Foreign Portfolio Investors		1	10,359,822					4.93	10,359,822	4.93				10,359,822	
	ABERDEEN GLOBAL INDIAN EQUITY LIMITED	AABCP2263L	1	3,005,800					1.43	3,005,800	1.43				3,005,800	
	ABERDEEN GLOBAL-ASIAN SMALLER COMPANIES FUND	AAFCAS9270L	1	7,329,949					3.49	7,329,949	3.49				7,329,949	
(f)	Financial Institutions/Banks		22	7,329,949					3.49	7,329,949	3.49				7,329,949	
	LIC OF INDIA MARKET PLUS 1 GROWTH FUND	AAACLO882H	1	3,437,518					1.64	3,437,518	1.64				3,437,518	
(g)	Insurance Companies		-	-					-	-	-				-	
(h)	Provident Funds / Pension Funds		-	-					-	-	-				-	
(i)	Any Other (specify)		336	65,092,226					30.97	65,092,226	30.97				65,087,426	
	Sub-Total (B)(1)															
(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.		26625	4,984,304					2.37	4,984,304	2.36				4,846,434	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		33	2,192,721					1.04	2,192,721	1.04				2,192,721	
(b)	NBFCs registered with RBI		2	4,635					0.00	4,635	0.00				4,635	
(c)	Employee Trusts		-	-					-	-	-				-	
(d)	Overseas Depositories (holding DRs) (balancing figure)		-	-					-	-	-				-	
(e)	Any Other (specify)		652	10,491,190					4.99	10,491,190	4.99				10,490,190	
	Unclaimed suspense account (Details Attached)		1	18,150					0.01	18,150	0.01				18,150	
	Body Corporate		431	10,264,438					4.88	10,264,438	4.88				10,263,438	
	BAJAJ ALLIANCE LIFE INSURANCE COMPANY LTD.	AADCA1701E	1	4,577,412					2.18	4,577,412	2.18				4,577,412	
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	AAAAG7351P	1	2,985,138					1.42	2,985,138	1.42				2,985,138	
	Clearing Member		212	163,308					0.08	163,308	0.08				163,308	
	Foreign National		6	45,054					0.02	45,054	0.02				45,054	
	Trusts		2	240					0.00	240	0.00				240	
	Sub-Total (B)(3)		27,312	17,672,850					8.41	17,672,850	8.41				17,533,980	
	Total Public Shareholding (B)-(B)(1)-(B)(2)-(B)(3)		27,648	82,765,076					39.38	82,765,076	39.38				82,621,406	

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.

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %)

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

(1)	(i)	(ii)	(iii)	(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)			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)
					Partly paid-up equity shares held (V) - Nil	Party paid-up equity shares held (V) - Nil			No of Voting Rights EQUITY	Total	As a % of total Shares held - Nil						
(1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014	-	2	324,510	-	-	324,510	0.15	324,510	324,510	0.15	0.15	-	-	-	-	324,510
(a)	Name (abc.....)	-	2	324,510	-	-	324,510	0.15	324,510	324,510	0.15	0.15	-	-	-	-	324,510
	Total Non-Promoter-Non Public Shareholding (C)= (C1)+(C2)	-	2	324,510	-	-	324,510	0.15	324,510	324,510	0.15	0.15	-	-	-	-	324,510

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 June 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 MADHAVAN		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



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 June 2016

I. Composition of Board of Directors

Title Mr./ Mrs	Name of the Director	PAN ¹ & DIN	Category ² (Chairperson/Executive/Non -Executive/ independent/Nominee)	Date of Appointment in the current term /cessation	Tenure ^{3,4}	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Balu Ganesh Ayyar	DIN: 02511209	Executive	29 Jan 2012	NA	1	1	-
Mr.	Davinder Singh Brar	DIN:0068502	Chairperson/ Independent	1 Oct 2014	1 Year 9 months	3	5	1
Mr.	Narayanan Kumar	DIN: 0007848	Independent	1 Apr 2014	2 Years 3 months	6	-	3
Mr.	James Mark Merritt	DIN: 06500079	Non-Executive	15 Feb 2013	NA	1	1	-
Mr.	LakshmiKanth K Ananth	DIN 06508596	Non-Executive	28 Feb 2013	NA	1	1	-
Mr.	S'efan Antonio Lutz	DIN: 6810434	Non-Executive	12 Feb 2014	NA	1	-	-
Ms.	Mary Teresa Hassett	DIN: 6983782	Non-Executive	30 Sep 2014	NA	1	-	-
Ms.	Jan Kathleen Hier	DIN:7360483	Independent	11 Dec 2015	6 months 21 days	1	1	-
Mr.	Jeff Thomas Ricci	DIN: 7363342	Non-Executive Director	11 Dec 2015	6 months 21 days	1	-	-

1. PAN number of any director would not be displayed on the website of Stock Exchange

2. Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

3. To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

4. Tenure as per Companies Act 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 considered. The tenures are calculated as at 30 June 2016.



II. Composition of Committees			
Name of Committee	Name of Committee members		
1. Audit Committee	Mr. Narayanan Kumar Mr. Davinder Singh Brar Ms. Jan Kathleen Hier Mr. Lakshmikanth K Ananth		
2. Nomination & Remuneration Committee	Mr. Davinder Singh Brar Ms. Jan Kathleen Hier Mr. Jeff Thomas Ricci Ms. Mary Hassett		
3. Risk Management Committee (if applicable)	NA		
4. Stakeholders Relationship Committee	Mr. Davinder Sing Brar Mr. Lakshmikanth Ananth Mr. Balu Ganesh Ayyar Mr. James Mark Merritt		
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		
8 Jan 2016 and 4 Feb 2016	15 Apr 2016; and 26 May 2016		
	4 Feb 2016 to 15 Apr 2016 – 70 days 15 Apr 2016 to 26 May 2016 – 40 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: 15 Apr 2016 and 26 May 2016	Yes	Audit Committee 04 Feb 2016	04 Feb 2016 to 15 Apr 2016 – 70 days 15 Apr 2016 to 26 May 2016 – 40 days
Nomination and Remuneration committee: 25 May-2016	Yes	04 Feb 2016	NA

* 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

- 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 March 2016 was placed before the Board of Directors at their meeting held on 26 May 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 30 JUNE 2016**


No of Investors Compliant pending as at 1 April 2016	No. of Investors Compliant received during the Quarter	No. of Investors Compliant disposed during the Quarter	No. of Investors Compliant unresolved as at 1 April 2016
Nil	Nil	Nil	Nil

For Mphasis Limited



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



Date : 8 July 2016 

Mphasis Limited, An HP Company

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