

14 January 2020

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 for the quarter ended 31 December 2019

Please find enclosed the Shareholding Pattern under Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31 December 2019.

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

Subramanian Narayan Vice President and Company Secretary

Encl.- As above

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www.mphasis.com

Mphasis Limited Registered Office: Bagmane World Technology Centre, Marathahalli Outer Ring Road, Doddanakundi Village, Mahadevapura, Bangalore 560 048, India CIN: L30007KA1992PLC025294 DocuSign Envelope ID: 9A73207B-DA87-46B1-84AF-A6102E292DDB

Format of Holding of Securities

1 Name of the Listed Entity

2 Scrip Code/Name of Scrip/Class of Security

3 Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)

a. If under 31(1)(b) then indicate the report for Quarter ending

b. If under 31(1)(c) then indicate date of allotment/extinguishment

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Mphasis Limited BSE - 526299; NSE: MPHASIS / EQUITY

31 December 2019

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

ategory (I)	Category of shareholder (II)	Nos. of shareholders (III)	No.of fully paid up equity shares held (IV)) - Nil		Shareholding as a % of total no.of shares (calculated as	Number of Votinរ្	g Rigl	nts held in each class o (IX)	of securities	securities	ion of ted share	Loo sl	ked in nares	or otherwi	Shares pledge se encumbered XIII)	l shares held in dematerlialized
C				shares held (V)		(calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	No. of N Equity	/otin	g Rights Total	Total as a % of (A+b+C)	ling convertible ts) (X)- Nil	onvers of dillu	Applicable	(XII) - Nil	No.	(a) As a % of total Shares hel (b)	
(A)	Promoter & Promoter Group	1	97,317,781	Pana	97,317,781	52.20%	97,317,781	urities	97,317,781	52.20%	utstand Warran	assuming s a percent	Not Ap	eld	-	-	97,317,781
(B)	Public	55,401	89,127,172	d-up e	89,127,172	47.81%	89,127,172	Secu	89,127,172	47.81%	ng C ling	s a% es (as	-(Ia)-	are	l	IA N	A 89,051,714
(C)	Non Promoter - Non Public	-	-	tly paid		-	-	lass of	-	-	nderlyir (includ	lding, as securitie	capit No. (a	S	1	NA N	A -
(C1)	Shares underlying DRs	-	-	f Part		-	-	er C	-	-	es Ul	reholc cible se		% of		IA N	A -
(C2)	Shares held by Employee Trusts ^(Refer Note)	1	2,520	No.of	2,520	0.00%	2,520	No Oth	2,520	0.00%	of Share	Share		As a 9		IA N	A 2,520
	Total	55,403	186,447,473	2	186,447,473	100.00%	186,447,473		186,447,473	100.00%	N0.0				-	-	186,372,015

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.

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 Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	PAN (II)	No.of sharehol der (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	g Right	s held in each class of sec	curities (IX)	(X)- Nil	securities (as a percentage of 2 - Nil		ed in ires II)	in Shares		Number of equity shares held in dematerlialized form (XIV)
								No c	of Votir	ng Rights	Total as a %		(as					
					-Nil			Equity		Total	of Total Voting rights	ng Warrants)	ecurities - Nil					
(1)	Indian			-	- (I)	-	-	-		-	-							-
(a)	Individual/Hindu Undivided Family			-		_	-	-		_	-	es (includi	convertible % of A+B+C:					
(b)	Central Government / State Government(s)			-	Depository Receipts	_	-	_		-	_	ecuritio	of					
(c)	Financial Institutions / Banks			_	sposito		_	_	es	_		tible s	full conversion (XI)=(VII)+(X) as		(d)- (d)		held (b)- Nil	
(d)	Any Other (specify)			-	⁶ ⁶	-	-	-	Securities	-	-	Ner	cor =(<		eld		eld	
	Sub-Total (A)(1)			-	ying	-	-	-	ecu	-	-	CO	full (XI)	N	s he	Nil	s he	ļ
(2)	Foreign				der				of			ling	iing tal)	1	Jare	l - (I	ıare	
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)			_	shares underlying	_	-	_	er Class	-	-	Outstandi	as a% assuming d share capital)	No.(a)	Ę	No.(a) -	total Shares	
(b)	Government			-	f sh	-	-	-	Other	-	-		s a9		% of		% of	
(c)	Institutions			-	os. of	-	-	-	°N N	-	-	rlying			a		a	
(d)	Foreign Portfolio Investor			-	Nos.	-	-	-		-	-	s Unde	Shareholding, dillute		As		As	
(e)	Any Other (specify)			-		-	-	-		-	-	ares	Jare					
	Foreign Companies											Sh	Ϋ́					
	MARBLE II PTE LTD		- 1	97,317,781		97,317,781	52.20	97,317,781	1	97,317,781	52.20	_						97,317,781
	Sub-Total (A)(2)		1	97,317,781		97,317,781	52.20	97,317,781	4	97,317,781	52.20	No No						97,317,781
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	97,317,781		97,317,781	52.20	97,317,781		97,317,781	52.20							97,317,781

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.

(3) On 20 June 2017, Marble I (Holding Company of Marble II Pte. Ltd.) has created a pledge on its entire shareholding in Marble II Pte. Ltd., in favour of DB International Trust (Singapore) Limited (being the trustee and collateral agent), as a security in relation to the senior notes issued by Marble II Pte. Ltd. The disclosure in terms of Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") in this regard was already made on 29 June 2017. There is no encumbrance on the shares of the Company held by Marble II Pte. Ltd.

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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	Number of Votir	s of securities	oital) (XI) - Nil	Locl sh	ked in ares	Shares	Number of equity shares held in dematerlialized form		
		(1.1)			As a % of					capit			encumbere	
					(A+B+C2)					e			(XIII)	
					(VIII)	No of	Voting	Rights	Total as a %	shar				
						Equity		Total	of Total	ed s				
									Voting rights	dilluted				
(1) Institutions										ofd				
(a) Mutual Fund	55	, ,		13,372,058	7.17	13,372,058		13,372,058		Be Bi				13,372,058
L AND T MUTUAL FUND (including other L&T mutual funds consolidated based on PAN)		2,988,383		2,988,383	1.6	2,988,383		2,988,383		enta				2,988,383
UTI-DIVIDEND YIELD FUND (including other UTI mutual funds consolidated based on PAN)		5,141,017		5,141,017	2.76	5,141,017		5,141,017	2.76	nts) (perce				5,141,017
(b) Venture Capital Funds	-	-		-		-		-		a p				-
(c) Alternative Investment Funds	3	83,947		83,947	0.05	83,947		83,947	0.05	Varı (as				83,947
(d) Foreign Venture Capital Investors	-	-		-	-	-		-	-	ies <				-
(e) Foreign Portfolio Investors	299	53,179,719		53,179,719	28.52	53,179,719		53,179,719		din urit				53,179,619
ABERDEEN GLOBAL INDIAN EQUITY LIMITED		4,242,589		4,242,589	2.28	4,242,589		4,242,589		sec				4,242,589
ISHANA CAPITAL MASTER FUND		3,319,152	Nil	3,319,152	1.78			3,319,152		s (in ble			Applicable	3,319,152
THE NOMURA TRUST AND BANKING CO., LTD		2,641,281		2,641,281	1.42	2,641,281		2,641,281		ties			lice	2,641,281
FIRST STATE ASIAN EQUITY PLUS FUND		1,978,652	Ξ	1,978,652	1.06			1,978,652		onv			App	1,978,652
STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL		2,983,550	held	2,983,550	1.60	2,983,550		2,983,550		sec of c			Not /	2,983,550
NOMURA INDIA INVESTMENT FUND MOTHER FUND		1,875,317	sh	1,875,317	1.01	1,875,317		1,875,317		ble on o		=	Ž	1,875,317
(f) Financial Institutions/Banks	11	3,863,818	are	3,863,818	2.07			3,863,818		ersid		(d)- Nil	(q)	3,863,818
LIFE INSURANCE CORPORATION OF INDIA		3,280,578	, sh	 3,280,578	1.76	3,280,578	rities	3,280,578		9 NU		q) k	a (e)	3,280,578
(g) Insurance Companies	17	8,640,802	equity	8,640,802	4.63	8,640,802	urit	8,640,802			Nil N	held	Applicable applicable) (b)	8,640,802
HDFC LIFE INSURANCE COMPANY LIMITED		3,092,990	edi	3,092,990	1.66	3,092,990	Sec	3,092,990		nding ing ful	- (a)	est	plic	3,092,990
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED		2,804,141	dn-	2,804,141	1.50	2,804,141	of	2,804,141	1.50	anc		Shares	Applica t applica	2,804,141
	-		paid.				Class			utst		S	Not A	
(h) Provident Funds / Pension Funds -	-	-		-	-	-	L CI	-	-	% as	l .	0	z) . P	-
(i) Any Other (specify) -	-	-	artly	-	-	-	the	-	-	ving s a%	No	of	held	-
Sub-Total (B)(1)	385	79,140,344	ă	79,140,344	42.44	79,140,344	No o	79,140,344	42.44	م <u>۲</u>		a %	Ires	79,140,244
(2) Central Government / State Government(s) / President of India				_			z			s Under Iolding,		As a	Shares	
Sub-Total (B)(2)	-	-			-					eho			total	-
(3) Non-institutions	-	-		-	-	-		-	-	har har			oftc	-
(a) Individuals- i. Individual shareholders holding nominal share capital up to Rs.2 lakhs.	54,280	6,371,879		6,371,879	3.42	6,371,879		6,371,879	3.42	of S al S			0 %	6,297,521
ii. Individual shareholders holding nominal share capital up to RS.2 lakhs.				1,935,533	1.04	1,935,533		1,935,533		Tot Tot			As a	1,935,533
	32	1,935,533			1.04					2			∣⋖	
1 NBFCs registered with RBI	1	4,414		4,414	-	4,414		4,414	-					4,414
(C) Employee Trusts	-	-		-	-	-		-	-					-
(D) Overseas Depositories (holding DRs)(balancing figure)	-	-		-	-	-		-	-					-
(E) Any Other (specify)	703	1,675,002		1,675,002	0.90	1,675,002		1,675,002						1,674,002
Unclaimed suspense account (Details Attached)	1	4,300		4,300	0.00	4,300		4,300						4,300
Body Corporate	496	1,477,321		1,477,321	0.80	1,477,321		1,477,321						1,476,321
Clearing Member	191	87,942		87,942	0.05	87,942		87,942						87,942
Foreign National	9	46,584		46,584	0.02	46,584		46,584						46,584
Trusts	5	2,620		2,620	0.00	2,620		2,620						2,620
IEPF		56,235		56,235	0.03	56,235		56,235						56,235
Sub-Total (B)(3)	55,016	9,986,828		9,986,828	5.36	9,986,828		9,986,828						9,911,470
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	55,401	89,127,172		89,127,172	47.80	89,127,172		89,127,172	47.80					89,051,714

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

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. Notes:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The above format needs to be disclosed along with the name of following persons:

-Institutions/Non Institutions holding more than 1% of total number of shares.

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. (3)

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

Category & Name of the Shareholders	PAN	No.of shareholder	No.of fully paid			Total Nos.	Shareholding %	Number of	Votin	g Rights held in	each class of		a	Numb	er of	Number	of Number of equity
(1)	(11)	(111)	up equity shares held (IV)	Nil	(VI)- Nil	Shares held (VII=IV+V+VI)	calculated as per				(IX)	securities	n of convertible pital) (XI) Nil	Locke shar (XII	d in es)	Shares pledged otherwi encumb	shares held in dematerlialized e form
				N - (V)	eceipts			No of	Votin	g Rights	Total as a % of	ertible I	ca			ed	(Not Applicable)
				shares held	Depository Rec			EQUITY		Total	Total Voting rights	standing conve arrants) (X) Nil	ing full conv dilluted sha		d - Nil	+ Acolical +	
Custodian/DR Holder (a) Name of DR Holder (if available)	-	-		id-up equity	underlying D			-	γ-Nil	-	-	erlying Outs Icluding Wa	s a% assu rcentage	Vo. Nil	Shares held	Applicable	-
(2) Employees Benefit Trust [under SEBI (Share based Employee Benefit) Regulations, 2014	-	1	2,520	Partly paid	of shares u	2,520	0.00	2,520	Class	2,520	0	ares Unde (ir	Shareholding, a curities (as a per	ž	% of total	NoNot A	2,520
(a) Name (abc) Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)	-	- 1	2,520		Nos. c	2,520	0.00	2,520		- 2,520	- 0	No.of Sh	Total Shareh securities		As a		-

Notes:

(1) PAN would not be displyaed 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.

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SL No.	Details of	the significant bene (1)	eficial owner	Details o	of the registered owner (2)			res in which significant beneficial d by the beneficial owner (3)	Date of creation/acquisition of significant beneficial interest (4)
	Name	PAN	Nationality	Name	PAN	Nationality	Number of Shares	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	
1	Christopher Striano	NA	American	Marble II Pte Ltd.	NA	Singapore	97,317,781	52.20	1 September 2016

Table V - Statement showing details of significant beneficial owners

Annexure to Table III - Unclaimed Suspense Account

Mphasis Limited

Details of shares held by Mphasis Limited-Unclaimed Suspense Account Report Date : 31 December 2019

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	SUMITHA SAHA	SIKHARESH SAHA	100
11	FRANCIS SANTAMARIA		200
	TOTAL		4,300

