

11 January 2018

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 Investors Complaints Report

We refer to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enclose the following for the quarter ended 31 December 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;
- Investors 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


Subramanian Narayan
Vice President & Company Secretary
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-Dec-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:-



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) - Nil	As a % of total Shares held (b) - Nil	No. (a)	As a % of total Shares held (b)		
								Equity	No Other Class of Securities									Total
(A)	Promoter & Promoter Group	1	116,691,668			116,691,668	60.40%	116,691,668		60.40%			-	-		116,691,668		
(B)	Public	22,461	76,493,460			76,493,460	39.60%	76,493,460		39.60%			NA	NA		76,381,916		
(C)	Non Promoter - Non Public	-	-			-	-	-		-			NA	NA		-		
(C1)	Shares underlying DRs	-	-			-	-	-		-			NA	NA		-		
(C2)	Shares held by Employee Trusts <small>(Refer Note)</small>	1	2,520			2,520	0.00%	2,520		0.00%			NA	NA		2,520		
	Total	22,463	193,187,648			193,187,648	100.00%	193,187,648		100.00%			-	0.00%		193,076,104		

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)		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	-	-	-	Nos. of shares underlying Depository Receipts (VI) -Nil	-	-	-	No Other Class of Securities	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	116,691,668			
(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	-	-	-		-	-	-									-		
(c)	Institutions	-	-	-		-	-	-									-		
(d)	Foreign Portfolio Investor	-	-	-		-	-	-									-		
(e)	Any Other (specify)	-	-	-		-	-	-									-		
	Foreign Companies																		
	MARBLE II PTE LTD		1	116,691,668		116,691,668	60.40	116,691,668									116,691,668	60.40	116,691,668
	Sub-Total (A)(2)		1	116,691,668		116,691,668	60.40	116,691,668									116,691,668	60.40	116,691,668
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	116,691,668		116,691,668	60.40	116,691,668									116,691,668	60.40	116,691,668

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 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)

(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)	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	Total as a % of Total Voting rights							
							Equity											
(1)	Institutions																	
(a)	Mutual Fund			56	13,088,131			13,088,131	6.77	13,088,131		13,088,131	6.77			13088131		
	ICICI PRUDENTIAL VALUE DISCOVERY FUND				2,154,185			2,154,185	1.12	2,154,185		2,154,185	1.12			2,154,185		
	ICICI PRUDENTIAL LONG TERM EQUITY FUND TAX SAVINGS				658,710			658,710	0.34	658,710		658,710	0.34			658,710		
	UTI-DIVIDEND YIELD FUND				1,422,555			1,422,555	0.74	1,422,555		1,422,555	0.74			1,422,555		
	UTI-MNC FUND				1,305,000			1,305,000	0.68	1,305,000		1,305,000	0.68			1,305,000		
	UTI-MID CAP FUND				1,150,511			1,150,511	0.6	1,150,511		1,150,511	0.6			1,150,511		
	UTI- BALANCED FUND				726,742			726,742	0.38	726,742		726,742	0.38			726,742		
	UTI-OPPORTUNITIES FUND				397,397			397,397	0.21	397,397		397,397	0.21			397,397		
	UTI - LONG TERM EQUITY FUND (TAX SAVING)				386,138			386,138	0.2	386,138		386,138	0.2			386,138		
	UTI - RETIREMENT BENEFIT PENSION FUND				280,308			280,308	0.15	280,308		280,308	0.15			280,308		
	UTI - TOP 100 FUND				263,812			263,812	0.14	263,812		263,812	0.14			263,812		
	UTI - WEALTH BUILDER FUND				208,558			208,558	0.11	208,558		208,558	0.11			208,558		
	UTI-MASTER EQUITY PLAN UNIT SCHEME				172,000			172,000	0.09	172,000		172,000	0.09			172,000		
	UTI - CHILDRENS CAREER BALANCED PLAN				117,153			117,153	0.06	117,153		117,153	0.06			117,153		
	UTI MULTI CAP FUND				76,652			76,652	0.04	76,652		76,652	0.04			76,652		
	UTI LONG TERM ADVANTAGE FUND S II				54,830			54,830	0.03	54,830		54,830	0.03			54,830		
	UTI-UNIT SCHEME FOR CHARITABLE AND RELIGIOUS TRUSTS AND REGISTERED SOC				47,439			47,439	0.02	47,439		47,439	0.02			47,439		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES II - I (1998 DAYS)				26,304			26,304	0.01	26,304		26,304	0.01			26,304		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES II - IV (1997 DAYS)				24,917			24,917	0.01	24,917		24,917	0.01			24,917		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - IV (1278 DAYS)				11,866			11,866	0.01	11,866		11,866	0.01			11,866		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES I - I (1100 DAYS)				8,232			8,232	0	8,232		8,232	0			8,232		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - V (1281 DAYS)				5,950			5,950	0	5,950		5,950	0			5,950		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VIII - III (1281 DAYS)				5,652			5,652	0	5,652		5,652	0			5,652		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES V - I (1163 DAYS)				5,631			5,631	0	5,631		5,631	0			5,631		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES III - II (1278 DAYS)				5,080			5,080	0	5,080		5,080	0			5,080		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES II - V (1997 DAYS)				4,745			4,745	0	4,745		4,745	0			4,745		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES II - III (1998 DAYS)				4,490			4,490	0	4,490		4,490	0			4,490		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - I (1278 DAYS)				4,407			4,407	0	4,407		4,407	0			4,407		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - I (1098 DAYS)				4,391			4,391	0	4,391		4,391	0			4,391		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES III - I (1998 DAYS)				4,363			4,363	0	4,363		4,363	0			4,363		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VI - I (1098 DAYS)				4,222			4,222	0	4,222		4,222	0			4,222		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VIII - II (1831 DAYS)				4,066			4,066	0	4,066		4,066	0			4,066		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES V - II (1135 DAYS)				3,720			3,720	0	3,720		3,720	0			3,720		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES I - II (1145 DAYS)				3,540			3,540	0	3,540		3,540	0			3,540		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES V - I (1103 DAYS)				3,434			3,434	0	3,434		3,434	0			3,434		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES I - IV (1099 DAYS)				3,000			3,000	0	3,000		3,000	0			3,000		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES II - II (1997 DAYS)				2,745			2,745	0	2,745		2,745	0			2,745		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - II (1281 DAYS)				2,300			2,300	0	2,300		2,300	0			2,300		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES IV - I (1279 DAYS)				2,118			2,118	0	2,118		2,118	0			2,118		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - III (1279 DAYS)				1,879			1,879	0	1,879		1,879	0			1,879		
	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VI - III (1098 DAYS)				1,805			1,805	0	1,805		1,805	0			1,805		
	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES I - III (1111 DAYS)				955			955	0	955		955	0			955		
(b)	Venture Capital Funds			-	-			-	-	-		-	-			-		
(c)	Alternative Investment Funds			-	-			-	-	-		-	-			-		
(d)	Foreign Venture Capital Investors			-	-			-	-	-		-	-			-		
(e)	Foreign Portfolio Investors			244	42,114,905			42,114,905	21.80	42,114,905		42,114,905	21.8			42,114,805		
	ABERDEEN GLOBAL INDIAN EQUITY LIMITED				7,109,324			7,109,324	3.68	7,109,324		7,109,324	3.68			7,109,324		
	MATTHEWS INDIA FUND				2,450,000			2,450,000	1.27	2,450,000		2,450,000	1.27			2,450,000		
	THE INDIA FUND INC				2,366,877			2,366,877	1.23	2,366,877		2,366,877	1.23			2,366,877		
	HIGHCLERE INTERNATIONAL INVESTORS EMERGING MARKETS SMID FUND				2,041,072			2,041,072	1.06	2,041,072		2,041,072	1.06			2,041,072		



(f)	Financial Institutions/Banks	15	4,461,685	4,461,685	2.31	4,461,685	4,461,685	2.31	4,461,685	2.31
	LIC OF INDIA MARKET PLUS 1 GROWTH FUND		2,529,040	2,529,040	1.31	2,529,040	2,529,040	1.31	2,529,040	1.31
	LIC OF INDIA MONEY PLUS GROWTH FUND		761,427	761,427	0.39	761,427	761,427	0.39	761,427	0.39
	LIC OF INDIA PROFIT PLUS GROWTH FUND		653,454	653,454	0.34	653,454	653,454	0.34	653,454	0.34
	LIFE INSURANCE CORPORATION OF INDIA		215,756	215,756	0.11	215,756	215,756	0.11	215,756	0.11
	LIC OF INDIA MARKET PLUS 1 BALANCED FUND		25,611	25,611	0.01	25,611	25,611	0.01	25,611	0.01
	LIC OF INDIA MARKET PLUS 1 SECURED FUND		7,942	7,942	0	7,942	7,942	0	7,942	0
	LIC OF INDIA PENSION PLUS MIXED FUND		2,364	2,364	0	2,364	2,364	0	2,364	0
	LIC OF INDIA FUTURE PLUS GROWTH FUND		806	806	0	806	806	0	806	0
	LIC OF INDIA HEALTH PROTECTION PLUS FUND		700	700	0	700	700	0	700	0
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-
(h)	Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B){1}	315	59,664,721	59,664,721	30.88	59,664,721	59,664,721	30.88	59,664,721	30.88
(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.	21,583	4,307,490	4,307,490	2.23	4,307,490	4,307,490	2.23	4,307,490	2.23
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	31	2,192,035	2,192,035	1.13	2,192,035	2,192,035	1.13	2,192,035	1.13
1	NBFCs registered with RBI	1	100	100	0.00	100	100	0.00	100	0.00
(C)	Employee Trusts	-	-	-	-	-	-	-	-	-
(D)	Overseas Depositories (holding DRs)/(balancing figure)	-	-	-	-	-	-	-	-	-
(E)	Any Other (specify)	531	10,329,114	10,329,114	5.36	10,329,114	10,329,114	5.36	10,329,114	5.36
	Unclaimed suspense account (Details Attached)	1	4,500	4,500	-	4,500	4,500	-	4,500	-
	Body Corporate	378	10,198,676	10,198,676	5.30	10,198,676	10,198,676	5.30	10,198,676	5.30
	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.		4,150,425	4,150,425	2.15	4,150,425	4,150,425	2.15	4,150,425	2.15
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD		2,449,243	2,449,243	1.27	2,449,243	2,449,243	1.27	2,449,243	1.27
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD		128,897	128,897	0.07	128,897	128,897	0.07	128,897	0.07
	Clearing Member	138	45,035	45,035	0.02	45,035	45,035	0.02	45,035	0.02
	Foreign National	6	36,544	36,544	0.02	36,544	36,544	0.02	36,544	0.02
	Trusts	7	7,153	7,153	-	7,153	7,153	-	7,153	-
	IEPF	1	37,206	37,206	0.02	37,206	37,206	0.02	37,206	0.02
	Sub-Total (B){3}	22,146	16,828,739	16,828,739	8.72	16,828,739	16,828,739	8.72	16,828,739	8.72
	Total Public Shareholding (B)=(B){1}+(B){2}+(B){3}	22,461	76,493,460	76,493,460	39.60	76,493,460	76,493,460	39.60	76,493,460	39.60

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							
									EQUITY	Total								
(1)	Custodian/DR Holder						-	-	-	-	-	Class Y- Nil	No. Nil	As a % of total Shares held - Nil	No. -Not Applicable	As a % of total Shares held - Not Applicable	-	
(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	2,520	0									
(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	0									

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 December 2017

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



(Handwritten signature)

Format to be submitted by listed entity on quarterly basis

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

I. Composition of Board of Directors								
Title Mr./ Mrs	Name of the Director	PAN¹ & DIN	Category² (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.	Nitin Rakesh	DIN: 00042261	Executive	29 Jan 2017	NA	1	1	-
Mr.	Davinder Singh Brar	DIN: 00068502	Chairperson/ Independent	1 Oct 2014	3 Years 3 months	3	6	1
Mr.	Narayanan Kumar	DIN: 00007848	Independent	1 Apr 2014	3 Years 9 months	7	-	4
Ms.	Jan Kathleen Hier	DIN: 07360483	Independent	11 Dec 2015	2 Years 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 December 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)
26 July 2017	25 & 26 October 2017	26 July 2017 to 25 October 2017 – 90 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: 25 October 2017	Yes	26 July 2017	26 July 2017 to 25 October 2017– 90 days
Nomination and Remuneration committee: : Nil	Not Applicable	Nil	Nil

*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 30 September 2017 was placed before the Board of Directors at their meeting held on 25 October 2017 and there was no comments/observations from the Board on the same.

For Mphasis Limited


Subramanian Narayan
Vice President & Company Secretary



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 31 DECEMBER 2017**

No. of Investors Complaint pending as at 1 October 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 December 2017
Nil	1	1	Nil

For Mphasis Limited


Subramanian Narayan

Vice President & Company Secretary



Date : 11 January 2018

Mphasis Limited

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



IRMSPL/IG/17-Q4/037-MPH

DATE: 03/01/2018

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 : 01/10/2017 To 31/12/2017
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	Received during the quarter	Disposed off during the quarter on or before	Unresolved Pending as on	Disposed off during 01/01/2018 To 02/01/2018
01/10/2017		31/12/2017	31/12/2017	
Nil	1	1	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 : 1
5. Others : Nil

Thanking You,

Yours faithfully,
for 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 Rega 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"