



13 January 2022

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 2021

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 2021.

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
Senior Vice President and 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
- 4

Mphasis Limited
BSE - 526299; NSE: MPHASIS / EQUITY

Not Applicable
31 December 2021

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.*

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- 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) Refer Note		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	Total						No. (a)	As a % of total Shares held (b) - Nil	
(A)	Promoter & Promoter Group	1	104,799,642			104,799,642	55.90%	104,799,642	104,799,642	55.90%			-	-	104,799,642		
(B)	Public	120,783	82,669,676			82,669,676	44.10%	82,669,676	82,669,676	44.10%			NA	NA	82,602,583		
(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	120,785	187,471,838			187,471,838	100.00%	187,471,838	187,471,838	100.00%			-	-	187,404,745		

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	-	-	-	-	-	-	-	-	-	-	-	-	-	
(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)	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<i>Foreign Companies</i>														
	BCP TOPCO IX PTE. LTD		1	104,799,642		104,799,642	55.90	104,799,642		104,799,642	55.90			104,799,642	
	MARBLE II PTE. LTD.*			-		-	-	-		-	-			-	
	Sub-Total (A)(2)		1	104,799,642		104,799,642	55.90	104,799,642		104,799,642	55.90			104,799,642	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	104,799,642		104,799,642	55.90	104,799,642		104,799,642	55.90			104,799,642	

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.
- BCP Asia (SG) Mirror Holding Pte. Ltd. (Holding Company of BCP Topco IX Pte. Ltd) has created a pledge on its entire shareholding in BCP Topco IX Pte. Ltd., in favour of DB International Trust (Singapore) Limited, (being the security agent), as a security in relation to the loan availed by BCP Topco IX 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 made on 10 August 2021. There is no pledge on the shares of the Company held by BCP Topco IX Pte. Ltd.
- *We have intimated regarding Change of Control and the related change in our promoter vide our intimation dated 10 August 2021. As a result of the completion of the sale and purchase of shares pursuant to the Share Purchase Agreement, BCP Topco IX Pte. Ltd., ("Acquirer"), had acquired 104,799,577 Equity Shares, representing 55.97%, of the paid up Share Capital of the Company from Marble II Pte. Ltd. ("Outgoing Promoter"). Consequent to the Change of Control, the Acquirer had become the Promoter of the Company. In addition, the Acquirer had acquired 65 Equity Shares, from a public shareholder, under the Open Offer. The shareholding of the Acquirer post the acquisition and Open Offer is 104,799,642 equity shares of the Company. Further, the Company on 13 September 2021, had submitted an application with the stock exchanges seeking approval for reclassification of Outgoing Promoter of the Company as public under Regulation 31A(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which is under progress with the stock exchanges. Marble II Pte. has ceased to be the Promoter of the Company pursuant to change of control.

Table III - Statement showing Shareholding Pattern of the Public Shareholder

(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	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 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		152	24,816,308		24,816,308	13.25	24,816,308	24,816,308	13.25						24,816,308
	UTI (including other UTI mutual funds consolidated based on PAN)			2,415,835		2,415,835	1.29	2,415,835	2,415,835	1.29						2,415,835
	MIRAE Asset Fund (including other Mirae Mutual Funds consolidated based on PAN)			4,521,172		4,521,172	2.41	4,521,172	4,521,172	2.41						4,521,172
	AXIS MUTUAL FUND TRUSTEE LIMITED (including other L and T mutual funds consolidated based on PAN)			1,902,739		1,902,739	1.01	1,902,739	1,902,739	1.01						1,902,739
(b)	Venture Capital Funds		-	-		-	-	-	-	-						-
(c)	Alternative Investment Funds		21	965,050		965,050	0.51	965,050	965,050	0.51						965,050
(d)	Foreign Venture Capital Investors		-	-		-	-	-	-	-						-
(e)	Foreign Portfolio Investors		547	39,549,599		39,549,599	21.1	39,549,599	39,549,599	21.10						39,549,499
	FIRST STATE ASIAN EQUITY PLUS FUND			1,952,994		1,952,994	1.04	1,952,994	1,952,994	1.04						1,952,994
	GOVERNMENT PENSION FUND GLOBAL			2,264,195		2,264,195	1.21	2,264,195	2,264,195	1.21						2,264,195
	NOMURA INDIA INVESTMENT FUND			1,994,334		1,994,334	1.06	1,994,334	1,994,334	1.06						1,994,334
(f)	Financial Institutions/Banks		3	403,539		403,539	0.22	403,539	403,539	0.22						403,539
(g)	Insurance Companies		49	7,036,721		7,036,721	3.75	7,036,721	7,036,721	3.75						7,036,721
	HDFC LIFE INSURANCE COMPANY LIMITED		1	2,572,704		2,572,704	1.37	2,572,704	2,572,704	1.37						2,572,704
(h)	Provident Funds / Pension Funds		7	139,815		139,815	0.07	139,815	139,815	0.07						139,815
(i)	Any Other (specify)		-	-		-	-	-	-	-						-
	Sub-Total (B)(1)		779	72,911,032		72,911,032	38.90	72,911,032	72,911,032	38.90						72,910,932
(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.		118,720	6,538,457		6,538,457	3.49	6,538,457	6,538,457	3.49						6,472,464
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.		26	1,573,533		1,573,533	0.84	1,573,533	1,573,533	0.84						1,573,533
(b)	NBFCs registered with RBI		2	220		220	0	220	220	-						220
(C)	Employee Trusts		-	-		-	-	-	-	-						-
(D)	Overseas Depositories (holding DRs)(balancing figure)		-	-		-	-	-	-	-						-
(E)	Any Other (specify)		1,256	1,646,434		1,646,434	0.88	1,646,434	1,646,434	0.88						1,645,434
	Unclaimed suspense account (Details Attached)		1	3,000		3,000	-	3,000	3,000	-						3,000
	Body Corporate		1,097	1,359,905		1,359,905	0.73	1,359,905	1,359,905	0.73						1,358,905
	Clearing Member		137	159,039		159,039	0.08	159,039	159,039	0.08						159,039
	Foreign National		10	59,764		59,764	0.03	59,764	59,764	0.03						59,764
	IEPF		1	62,137		62,137	0.03	62,137	62,137	0.03						62,137
	Trusts		10	2,589		2,589	0	2,589	2,589	-						2,589
	Sub-Total (B)(3)		120,004	9,758,644		9,758,644	5.21	9,758,644	9,758,644	5.21						9,691,651
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		120,783	82,669,676		82,669,676	44.11	82,669,676	82,669,676	44.11						82,602,583

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

(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	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) No. Nil	Number of Shares pledged or otherwise encumbered As a % of total Shares held - Nil	Number of equity shares held in dematerialized form (XIV) (Not Applicable)	
									No of Voting Rights		Total as a % of Total Voting rights						
									EQUITY	Total							
	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	2,520	2,520	0.00							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	0.00							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.

SL No.	Details of the significant beneficial owner (1)				Details of the registered owner (2)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (3)					Date of creation/acquisition of significant beneficial interest (4)
	Whether by virtue of:												
	Name	PAN	Passport No. in case of a foreign national	Nationality	Name	PAN/Passport No. in case of a foreign national	Nationality	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	
1	William Christian Greer Nicholson	NA	000000000	United Kingdom	BCP TOPCO IX PTE. LTD	NA	Singapore	55.95	-	-	No	No	10 August 2021

Note: *Mr. William Christian Greer Nicholson, who is the authorised signatory of the director entity of the pooled investment vehicle, is the designated 'significant beneficial owner' with respect to the shares held by BCP Topco IX Pte. Ltd., on account of falling under the category of 'CEO in case of entity controlled by pooled investment vehicle'.*

The Significant Beneficial Owner ("SBO") identified has redacted the passport details and has provided the following in the SBO declaration furnished to the Company pursuant to the Companies Act, 2013:

Please note that the passport number of the SBO has been redacted from the form as it is sensitive personal information. In case the Registrar of Companies requires the passport number of the SBO in future, we will be happy to provide the passport number.

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Annexure to Table III - Unclaimed Suspense Account**Mphasis Limited****Details of shares held by Mphasis Limited-Unclaimed Suspense Account****Report Date : 31 December 2021**

SL.NO.	NAME OF THE SHAREHOLDER	NAME OF THE JOINT HOLDER	NO.OF SHARES HELD IN SUSPENSE ACCOUNT
1	AWADHESH KUMAR DUBEX		400
2	GEETA DUTTA		300
3	LALIT PARMANAND MANWANI		200
4	SOURYA RANJAN MAHAPATRA		600
5	HIRALAL PATEL		600
6	PAVAMAN D R		600
7	SUMITHA SAHA	SIKHARESH SAHA	100
8	FRANCIS SANTAMARIA		200
TOTAL			3,000