

## Mphasis Limited

Registered Office : Bagmane World Technology Center, Marathalli Outer Ring Road, Doddanakhundi Village, Mahadevapura, Bangalore 560 048, India  
Ph.: +91 80 3352 5000 Fax: +91 80 6695 9943

CIN: L30007KA1992PLC025294

SCRIP CODE : BSE 526299  
NSE MPHASIS  
NAME OF THE SCRIP MPHASIS LIMITED  
CLASS OF SECURITY EQUITY SHARES

SHAREHOLDING PATTERN IN COMPLIANCE WITH CLAUSE 35 OF THE LISTING AGREEMENT FOR THE QUARTER ENDED 30 SEPTEMBER 2015

### 1(a) Statement showing Shareholding Pattern

Partly paid-up shares	No of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
Held by promoter/promoter group	-	-	-
Held by Public	-	-	-
Total	-	-	-
Outstanding convertible securities	No of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	-	-	-
Held by Public	-	-	-
Total	-	-	-
Warrants	No of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by promoter/promoter group	-	-	-
Held by Public	-	-	-
Total	-	-	-
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities		-	210,145,783

Note: 3320 shares represent shares allotted as at 30 September 2015 and subsequently processed for listing and trading approvals.



MPHASIS LIMITED

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MPHASIS LIMITED

CLASS OF SECURITY

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SHAREHOLDING PATTERN IN COMPLIANCE WITH CLAUSE 35 OF THE LISTING AGREEMENT FOR THE QUARTER ENDED 30 SEPTEMBER 2015

1(a) Statement showing Shareholding Pattern

Category Code	Category of shareholder	Total Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)1	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV) *100
(A)	Shareholding of Promoter and Promoter Group[2]							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(1)	0	0	0	0.00	0.00	0	0.00
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	3	127,106,266	127,106,266	60.48	60.48	0	0.00
(c)	Institutions	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(2)	3	127,106,266	127,106,266	60.48	60.48	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3	127,106,266	127,106,266	60.48	60.48	0	0.00
(B)	Public shareholding[3]							
(1)	Institutions							
(a)	Mutual Funds/ UTI	60	10,216,870	10,215,270	4.86	4.86		
(b)	Financial Institutions/ Banks	22	7,287,780	7,287,780	3.47	3.47		
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	0	0	0	0.00	0.00		
(f)	Foreign Institutional Investors	125	42,891,740	42,888,540	20.41	20.41		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (specify)	0	0	0	0.00	0.00		
	Sub-Total (B)(1)	207	60,396,390	60,391,590	28.74	28.74		
(2)	Non-Institutions							
(a)	Bodies Corporate	491	8,419,011	8,418,011	4.01	4.01		
(b)	Individuals							
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	28,873	4,701,232	4,558,537	2.24	2.24		
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	70	2,679,558	2,679,558	1.28	1.28		
(d)	Any Other (specify)							
	Director	1	17,010	17,010	0.01	0.01		
	Mphasis Limited - Unclaimed Suspense Account	1	18,150	18,150	0.01	0.01		
	Trust*	3	285,620	285,620	0.14	0.14		
	Clearing Member	112	246,592	246,592	0.12	0.12		
	Foreign Portfolio Investor	40	6,275,954	6,275,954	2.99	2.99		
	Sub-Total (B)(2)	29,591	22,643,127	22,499,432	10.77	10.77		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	29,798	83,039,517	82,891,022	39.51	39.51		
	TOTAL (A)+(B)	29,801	210,145,783	209,997,288	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
	Promoter and Promoter Group	-	-	-	-	-	-	-
	Public	-	-	-	-	-	-	-
	Sub-Total (C)	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	29,801	210,145,783	209,997,288	100.00	100.00	0	0.00

NOT APPLICABLE

NOT APPLICABLE

Note:-

1. Share Capital excludes 21,000 bonus shares kept in abeyance as per Section 206A of the Companies Act 1956/ Stop Transfer/ Litigation/ Court Order

2. Shares held by Trusts represents 279,740 held by Mphasis Employees Benefit Trust and 5,840 shares held by BFL Employees Equity Reward Trust (BERT). Shares held in BERT includes 3,200 shares and 120 shares allotted on 16 September 2015 and 29 September 2015 respectively against exercise of stock options for which Corporate Action/Trading Approval Applications were subsequently executed after 30 Sep 2015. The said shareholding is to be considered as being classified under "Non Promoter" and "Non Public Shareholding" as per SEBI (Share Based Employee Benefits)Regulations, 2014.

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(i) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group."

Sr. No.	Name of the shareholder	Details of Shares held			Encumbered shares (*)	Details of warrants			Details of convertible securities			Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	No. of Shares held		As a % of grand total (A)+(B)+(C) of sub-clause (i)(a)	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(i)	(ii)	(iii)	(iv)	(v)	(vi)=(v)/(iii)*100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	
1	EDS ASIA PACIFIC HOLDINGS	83,002,201	39.50	-	-	-	-	-	-	-	-	
2	EDS WORLD CORPORATION (FAR EAST) LLC	44,104,064	20.99	-	-	-	-	-	-	-	-	
3	EDS WORLD CORPORATION (NETHERLANDS) LLC	1	0.00	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>127,106,266</b>	<b>60.48</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	

Note : The above mentioned shareholders are wholly owned subsidiaries HP. Hence, the ultimate parent Company of Mphasis Limited and person acting in concert with the aforesaid promoter shareholders is HP.

(i)(c) (i)

Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of Shares

Sr. No	Name of the shareholder	Details of Shares held			Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	No. of Shares held		As a % of grand total (A)+(B)+(C)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	
1	ABERDEEN GLOBAL INDIAN EQUITY (MAURITIUS) LIMITED	14,497,840	6.90	-	-	-	-	-	-	
2	ABERDEEN GLOBAL-ASIAN SMALLER COMPANIES FUND	4,135,193	1.97	-	-	-	-	-	-	
3	BALAJI ALLIANZ LIFE INSURANCE COMPANY LTD.	3,687,021	1.75	-	-	-	-	-	-	
4	LUC OF INDIA MARKET PLUS 1 GROWTH FUND	3,437,518	1.64	-	-	-	-	-	-	
5	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD	2,979,197	1.42	-	-	-	-	-	-	
6	ABERDEEN GLOBAL-EMERGING MARKETS SMALLER COMPANIES FUND	2,811,896	1.34	-	-	-	-	-	-	
7	THE INDIA FUND INC	2,600,000	1.24	-	-	-	-	-	-	
	<b>TOTAL</b>	<b>34,148,565</b>	<b>16.25</b>							

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(1)(c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	No. of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.e.t total number of convertible securities of the same class	
1	ABERDEEN GLOBAL INDIAN EQUITY (MAURITIUS) LIMITED	14,497,840	6.90					
2	ABERDEEN GLOBAL-ASIAN SMALLER COMPANIES FUND	4,135,193	1.97					
3	ABERDEEN GLOBAL-EMERGING MARKETS SMALLER COMPANIES FUND	2,811,896	1.34					
4	ABERDEEN EMERGING MARKETS SMALLER COMPANIES FUND A SERIES OF THE ABERD	1,355,000	0.64					
5	ABERDEEN EMERGING MARKETS SMALLER COMPANY OPPORTUNITIES FUND, INC.	263,074	0.13					
6	ABERDEEN ASIA-PACIFIC SMALLER COMPANIES FUND	28,338	0.01					
	<b>TOTAL</b>	<b>23,091,341</b>	<b>10.99</b>					

(1)(d) Statement showing details of locked-in shares

Sr. No	Name of the shareholder	Category of Shareholder (Promoters /Public)	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above)
-	-	-	-	-

(1)(a) Statement showing details of Depository Receipts (DRs)

Sr. No	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above)
-	-	-	-	-

(1)(b) Statement showing Holding of Depository Receipts (DRs) where underlying shares held by 'promoter / promoter group' are in excess of 1% of the total number of shares

Sr. No	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above)
-	-	-	-	-



(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer as on 30 September 2015

Category Code	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting Rights i.e (VI)	
		Class X	Class Y	Class Z		As a percentage of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)
(A)	Promoter and Promoter Group						
-1	Indian	0	0	0	0	0.00	0.00
(a)	Individuals/ Hindu Undivided Family	0	0	0	0	0.00	0.00
(b)	Central Government/ State Government(s)	0	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0	0.00	0.00
(d)	Financial Institutions/ Banks	0	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0	0.00	0.00
	<b>Sub-Total (A)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
-2	Foreign					0.00	0.00
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0	0.00	0.00
(d)	Any Other (specify)	0	0	0	0	0.00	0.00
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
(B)	Public shareholding					0.00	0.00
-1	Institutions	0	0	0	0	0.00	0.00
(a)	Mutual Funds/UTI	0	0	0	0	0.00	0.00
(b)	Financial Institutions/ Banks	0	0	0	0	0.00	0.00
(c)	Central Government/ State Government(s)	0	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0	0.00	0.00
(h)	Any Other (specify)	0	0	0	0	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
-2	Non-institutions					0.00	0.00
(a)	Bodies Corporate	0	0	0	0	0.00	0.00
(b)	Individuals -	0	0	0	0	0.00	0.00
	iii. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	0	0	0	0	0.00	0.00
	iv. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	0	0	0	0	0.00	0.00
(c)	Any Other (specify)	0	0	0	0	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0.00	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

NOTE: NO SEPARTATE CLASS OF EQUITY SHARES WITH DIFFERENT VOTING RIGHTS ARE ISSUED BY THE COMPANY. THE EQUITY SHARES ISSUED BY THE COMPANY FROM TIME TO TIME ARE PARI PASSU IN ALL RESPECTS WITH THE EXISTING EQUITY SHARES.

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