

Version Number	1.6
Current Policy Effective Date	1-May-2023
Process Owner	Head Legal
Applicability	The Policy is applicable to Mphasis Limited and its subsidiary, affiliate and or group companies (“Mphasis”)

Introduction:

Mphasis’ purpose is to be the “Driver in a Driverless Car” for global enterprises by applying next-generation design, architecture, and engineering services, to deliver scalable and sustainable software and technology solutions. Customer centricity is foundational to Mphasis, and it is reflected in Mphasis’ Front2Back™ Transformation approach. Front2Back™ uses the exponential power of cloud and cognitive computing to provide a hyper-personalized ($C=X2C^{2\text{TM}}=1$) digital experience to clients and their end customers. Mphasis’ Service Transformation approach helps ‘shrink the core’ through the application of digital technologies across legacy environments within an enterprise, enabling businesses to stay ahead in a changing world. Mphasis’ core reference architectures and tools, speed and innovation with domain expertise and specialization, combined with an integrated sustainability and purpose-led approach across its operations and solutions are key to building strong relationships with marquee clients.

Objective and Policy Statement:

Mphasis Limited (“Mphasis”) Code of Business Conduct (“COBC”) requires directors, officers and employees (collectively, “Employees”) to observe high standards of business and personal ethics in conduct of their duties and responsibilities. As representatives of the Company, all stakeholders are expected to conduct themselves with the utmost integrity and ensure they are at all times compliant with all applicable laws and regulations. The purpose of the Whistleblower Policy is to enable a person who observes an unethical practice (whether or not a violation of law) or violation of the COBC, or any other matters other than those covered by the POSH Policy, to approach the Whistleblower Committee without necessarily informing their supervisors and without revealing their identity, if they choose to do so. This policy governs reporting and investigation of allegations of suspected improper activities. All stakeholders are encouraged to report any case of suspected improper activities. However, Mphasis Whistleblower Office retains the prerogative to determine if the circumstances warrant an investigation and, in conformity with this policy and applicable laws and regulations, the appropriate investigative process to be employed. This policy is to be read in conjunction with the following policies:

- a) Mphasis COBC Policy;
- b) Anti-Bribery and Anti-Corruption Policy;
- c) Code of Conduct for Prevention of Insider Trading Policy (“Code of Conduct”);
- d) Mphasis Fraud Risk Management Policy;
- e) IS Incidents: Detection and Response Policy; and
- f) Mphasis Modern Slavery Act Statement

It is the duty of all concerned to notify the Company if they observe, or learn of, any unethical business conduct or illegal acts including leak or suspected leak of the Unpublished Price Sensitive Information or violations of the Code of Conduct. Failure to promptly raise a known or suspected violation is also considered unethical behavior.

However, it is to be noted that Whistleblower is not a forum for voicing questions or concerns related to interpersonal disputes with colleagues or supervisors, performance rating disputes, compensation queries, job allocation, bench movements, reward & recognition, Performance Development Plan, full & final settlement, or any other operational issues unrelated to the Whistleblower Policy. For such queries and concerns please follow the escalation channel - Manager->HRBP->Process delivery Head or contact your HRBP.

Scope:

This Policy covers all Mphasis group companies, and its affiliates, Directors, suppliers, clients, and contractors engaged in rendering the services.

Definitions:

- 1. Whistleblower:** A person or entity making a disclosure of any unethical activity that they have observed. Whistleblowers could be employees, contract employees, clients, vendors, exchange students, internal or external auditors, law enforcement/regulatory agencies or other third parties.
- 2. Whistleblower Committee:** The Whistleblower Committee is a Management Committee comprised of a team of senior Mphasis personnel who govern the Whistleblower Office. The Whistleblower Office is managed by the Whistleblower Custodian, who reports to the Whistleblower Committee.
- 3. Whistleblower Custodian:** Whistleblower custodian refers to the Head of the Whistleblower Office, who nominates the investigation officers for every complaint received and reports to the Whistleblower Committee.
- 4. Investigation Committee:** This team will consist of members nominated by the Whistleblower Custodian to conduct the investigation of the concerns raised by the Whistleblower. The size of the Investigation Committee will be decided as per the requirements.
- 5. Investigation Subject:** A subject is a person or a group of persons who is the focus of investigative fact finding either by virtue of an allegation or evidence gathered during the course of an investigation.
- 6. Investigation Participant:** All employees who are interviewed, asked to provide information or otherwise participate in an investigation have a duty to fully cooperate with the investigators.
- 7. Ethical Behavior:** Being in accordance with the accepted principles of right and wrong that govern the conduct of a profession, including but not limited to, to financial impropriety and accounting malpractice.

Reporting Allegations of Unethical Activities

Anyone may report allegations of suspected unethical activities. **Allegations of unethical activities may also be reported anonymously.** Reports of allegations of suspected unethical activities are encouraged to be made in writing to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible for assessment of the nature, extent and urgency of preliminary investigative procedures. An unethical activity can be reported through any one of the following means:

- a) **Email Complaint:** An email complaint can be sent to the Whistleblower office at whistleblower@mphasis.com
- b) **Written Complaint:** A written complaint can be dropped into the Whistleblower drop box at your location. However, if you do not have a box at your location, you are requested to send an email as mentioned above.
- c) **Telephone:** A complaint can be lodged at the Whistleblower Hotline at +91-80-40041992

The whistleblower or the reporting person has the opportunity to check, rectify and agree to the contents of the complaint captured by the Whistleblower team and signoff for its correctness.

The Chairman of the Audit Committee is the Ombudsperson under Whistleblower Policy. The whistleblower or the Complainant may escalate any issue to the Ombudsperson if he / she feels that the complaint has not been addressed or actioned in a timely and appropriate manner. Also, if the complaint is against any member of the Whistleblower Committee or the Executive Council or the Whistleblower Custodian or any of the members of the Whistleblower Office, the same would be looked into by the Ombudsperson. Ombudsperson can be reached at the following email address – Ombudsperson@mphasis.com. Ombudsperson, at his/her discretion, may refer the case to an Internal Committee or engage third parties to conduct the inquiry on the complaint. The investigation procedures (including the documentation and reporting aspects), roles and responsibilities of all stakeholders (including the Investigation subject / participant / Whistleblower Committee and the Ombudsperson) have been provided in the Mphasis Whistleblower procedure document.

Whistleblower Protection

Mphasis will protect whistleblowers against retaliation, as described below:

1. Mphasis will keep the whistleblower's identity confidential, unless;
 - a) The person agrees to be identified.
 - b) Identification is necessary to allow Mphasis or law enforcement officials to investigate or respond effectively to the report.
 - c) Identification is required by law;
2. Mphasis prohibits any retaliation against whistleblower. Whistleblowers who believe that they have been retaliated against may file a written complaint to the Whistleblower Custodian. Appropriate remedial measures and disciplinary action (including termination of employment of the retaliating person) will be taken up if such complaints are found true. This protection from retaliation is not intended to prohibit managers or supervisors from taking action (including disciplinary action), in their usual scope of duties and performance related issues.
3. No action would be initiated against the Whistleblower when a complaint is made in good faith. However, disciplinary action will be taken against Whistleblowers making baseless allegations.

Policy Revision History

Serial No.	Version No.	Date of Change	Sections Affected	Approver	Changes in Brief
1.	V1.0	31-May-2011	Initial Draft	Sivaram Nair	Initial policy document
2.	V1.1	31-May-2011	Policy Revision	Sivaram Nair	'Whistleblower Hotline number' was changed to +91-80-40041992
3.	V1.2	1-June-2014	Policy Revision	Sivaram Nair	Chairman of the Audit Committee appointed as Ombudsperson
4.	V1.3	26-July-2016	Policy Revision	Sivaram Nair	Policy reviewed-No changes made
5.	V1.4	22-Mar-2018	Policy Revision	Eric Winston	Policy reviewed- No changes made
6.	V1.5	15-Feb-2019	Policy Revision	Eric Winston	Prohibition on trading in shares based on unpublished price sensitive information included. Reporting of leak/suspected leak of unpublished price sensitive information included pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.
7.	V1.6	1-May-2023	Policy Revision	Eric Winston	Procedure related part of the document is moved to Mphasis Whistleblower Procedure document and policy content is optimized while ensuring adherence to all applicable regulatory requirements including EU Directives.