

## Mphasis Limited

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### Document History

Version	Author	Date	Summary
V 1.0	A Sivaram Nair	22 May 2015	Policy adopted by the Board

## BOARD DIVERSITY POLICY

### 1. INTRODUCTION

The Board of Directors (the “Board”) of Mphasis Limited (the “Company”) has adopted the following policy and procedures with regard Board Diversity as detailed below. The Board will review and may amend this policy from time to time.

This Policy will be applicable to the Board of Directors of the Company and its Committees effective the date of approval. The Policy shall not be applicable in relation to the Mphasis employees, other than CEO, who are covered under the Diversity and Inclusion Policy applicable to the employees of Mphasis.

### 2. PURPOSE

Diversity is intrinsically woven into the culture of Mphasis. The Company has always been committed to ensure the workplace is free from any form of discrimination based on gender, age, race, religion, disability or sexual orientation. Mphasis respects each of its stakeholders associated with it and values their differences.

With a view to achieving a sustainable and balanced development and as an essential in supporting for attainment of strategic objectives Mphasis has been executing its diversity initiatives at the Corporate and Board level. This initiative is being documented as a Policy as required under the listing agreement with an emphasis to recognize inclusion and development of Woman director on the Board.

### 3. DEFINITIONS

Diversity means and includes differences that relate to gender, age, ethnicity, disability, sexual orientation and cultural background. In addition, Diversity also includes differences in background and life experience, communication styles, interpersonal skills, education, functional expertise and problem solving skills.

### 4. POLICY

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge.

All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard for the benefits of Diversity on the Board. A director including an Independent director shall be required to possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, supply chain, administration, research, corporate governance, operations or other disciplines related to the company's business. An Independent Director shall also be considered against the Guidelines, Duties, Roles and Functions set out in the Independent Directors Charter as per Schedule IV of the Companies Act, 2013.

The directors recommended for being Audit Committee member shall be financially literate and at least one member of the Committee shall have accounting or related financial management expertise.

Woman Director – In terms of Section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Company shall have at least one Woman Director on Board. Vacancy in the office of Woman Director shall be filled-up by the Board at the earliest but not later than the time limit provided by the law.

### 5. IMPLEMENTATION

The Nomination and Remuneration Committee ('the Committee') reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge and the diversity representation of the Board, including gender and other factors relevant for Board diversity and effectiveness.

## **6. Policy Severable**

This Policy constitutes the entire document in relation to its subject matter. In the event that any term, condition or provision of this Policy being held to be a violation of any applicable law, statute or regulation, the same shall be severable from the rest of this Policy and shall be of no force and effect, and this Policy shall remain in full force and effect as if such term, condition or provision had not originally been contained in this Policy.

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