



11 December 2015

**Ms. Jan Kathleen Hier**  
**338, Spear Street, Unit 35B,**  
**San Francisco, California -94105**

**Sub: Your Appointment as an Independent Director of the Company**

Dear Ms. Hier,

We are pleased to inform that, subject to the approval of the shareholders, the Board of Mphasis Limited has appointed you as an Independent Director for a period of 5 years effective 11 December 2015. You shall be an additional director as per the Companies Act, 2013, till the date of ensuing Annual General Meeting. Kindly note the following in connection with your appointment:

**(1) Term of appointment**

- (a) Your current term of office expires on 10 December 2020 and you shall be eligible for re-appointment for another term 5 years thereafter, upon approval of the members by means of Special Resolution. Thereafter, you shall cease to be a director of the Company, unless appointed as a non-executive director.
- (b) You shall always be compliant with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "*SEBI Listing Regulations*") in relation to the criteria of Independence.
- (c) Your appointment and re-appointment is subject to the maximum permissible directorships that a person can hold as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

**(2) Board Committees**

You are required to serve on the Committees of the Board of which you are appointed as a member. The details of the Board Committees and its relevant Charter are contained in the "Board and Committees Charter" enclosed herewith.

**(3) Commitment, duties and responsibilities**

As an Independent Director, you are expected to bring independence of view to the Board's discussions and to help the Board with effective overview of Company's strategy, performance, Social commitments and Risk Management and ensure high standards of financial integrity and governance. The Board meets at least five times in a year. Besides, there are other Committee meetings which are convened based on the business. You will be expected to attend the meetings of the Board, Board Committees to which you are appointed as a member and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

**Mphasis Limited, An HP Company**

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Your role will be that of an Independent Director in terms of the provisions of the Companies Act and the SEBI Listing Regulations. There are certain fiduciary duties prescribed for the directors and you shall be subjected to the same. In terms of Section 166 of the Companies Act, 2013, as a director of the Company you have the following fiduciary duties:

- a. Act in accordance with the Articles of the Company.
- b. Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- c. Exercise duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d. Not to involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e. Not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if found guilty of making any undue gain, shall be liable to pay an amount equal to that gain to the Company.
- f. Not to assign your office of the directors and any assignment so made shall be void.

The penalty for contravention of the fiduciary duties shall be as provided in Section 166 of the Companies Act, 2013.

In addition to the above, you shall be responsible for complying with the requirements under Chapter IV of the Companies Act, 2013.

#### **(4) Insurance Cover**

The Company has a Directors' and Officers' Liability Insurance Policy (D & O Policy) which covers the present and future members of the Board of Directors against wrongful acts alleged on them/Company. The total liability covered under the D & O Policy is USD 20 million (US Dollars Twenty million).

#### **(5) Conflict of Interest**

It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment, at the beginning of every financial year, at any time thereafter when you become interested and at such intervals as may be provided by the law.

#### **(6) Remuneration**

As per the Remuneration Policy, the Company pays remuneration only to the Independent Directors and no sitting fees is paid to the directors. The Compensation payable to you is calculated as per the following matrix and is payable on a half year basis:

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Particulars	Factor	Remuneration (Rs. Million)	Remuneration (USD 000's)*
Fixed Remuneration – Foreign Directors	Flat Fee P.a.	4.4	65.61
Variable Remuneration determined based on the following:			
– Board Chairmanship	Flat Fee p.a.	1.00	14.91
– Board Meeting Attendance	Per Meeting	0.08	1.12
– General Body Meeting Attendance	Per Meeting	0.05	0.75
– Audit Chairmanship	Flat Fee p.a.	0.50	7.46
– Audit Membership	Per Meeting	0.04	0.60
– Compensation Committee Chairmanship	Flat Fee p.a.	0.10	1.49
– Compensation Committee Membership Attendance	Per Meeting	0.03	0.37
– Strategy Committee Chairmanship	Flat Fee p.a.	0.10	1.49
– Strategy Committee Membership Attendance	Per Meeting	0.03	0.37

*Note : The portions of the remuneration denominated as “Per Meeting” are applicable in respect of the meetings actually held and participated in person by the Independent Non-Executive Director which is statutorily counted for quorum.*

*\* Exchange rate applied is INR 67.06.*

#### (7) Termination

- You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
- You shall cease to hold office of the Independent Director if you fail to meet the criteria for an Independent Director mentioned in the Companies Act, 2013 and the SEBI Listing Regulations and you shall forthwith intimate the Company of such an event.
- The Company can also terminate your directorship as laid down in the Companies Act.

#### (8) Independent Director Meeting

A separate meeting of the Independent Directors will be held at least once every year without the attendance of the non-independent directors and the members of the management. The Board of Directors of the Company, expects all the independent directors to strive to be present at this meeting.

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**(9) Confidentiality**

All information acquired during your appointment and during your tenure as director of the Company is confidential to the Company and should not be made public either during your tenure or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

Your attention is also drawn to the requirements under the applicable regulations and the Mphasis Code for prevention of Insider Trading regarding the disclosure of price sensitive information and dealing in the securities of the Company. You should avoid making any statements or carry out any transactions that might result in a breach of Mphasis Code for prevention of Insider Trading.

**(10) Governing Law**

This agreement is governed in accordance with the law of India and your engagement shall be subject to the jurisdiction of the Courts in Bengaluru.

We will like to draw your attention on the Code of Conduct for the director of the Company which is required to be followed by all the directors of the Company. A copy of the Code of Conduct is enclosed along with the letter.

We request you to kindly confirm your acceptance of the appointment by signing and returning the duplicate copy of the letter enclosed herewith.

Please note that as required by the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015, this letter shall be hosted on the website of the Company at [www.mphasis.com](http://www.mphasis.com) and shall also be filed with the stock exchanges as per the requirements of the law. By confirming the acceptance of the letter you agree to make the letter public as per the provisions of the law.

Thanking You

Yours faithfully  
For **Mphasis Limited**



**Davinder Singh Brar**

**Chairman**



Encl: Board and Committees Charter  
Code of Conduct for Directors

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