

MPHASIS LIMITED

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Corporate Social Responsibility Policy

Mphasis

Mphasis is a leading IT and ITES solutions provider, offering Applications, Business Process Outsourcing (BPO) and Infrastructure services globally through a combination of technology knowhow, domain and process expertise.

Mphasis' global footprint includes both mature markets such as Americas, Europe, Australia and New Zealand; and emerging markets such as India, Sri Lanka, Philippines and Indonesia, which cater to BPO, Apps and ITO services. Mphasis has an in-depth focus on select countries offering geo-specific services in chosen verticals. Backed by technology and process expertise, global alliances, balanced delivery global footprint and globally consistent processes and tools, Mphasis brings best in class practices to all projects.

Mphasis envisions redefining the paradigm for business success together and carries the mission to be a specialized enterprise at the confluence of people, profit and planet powered by inquisitive minds. Mphasis leverages the global talent and innovative blend of services and technology to deliver customer delight.

"Unleash the Next" represents our aspiration and commitment to business that drives the next wave of capabilities and services, integrating technology with business while grooming specialized talent to deliver a symbiotic success model. Our positioning statement is timeless, open ended and is applicable for our offerings, employees, customers and the community at large.

Strategy

Mphasis strongly believes that execution of social objectives is a key element of its success and constantly endeavors to promote their development.

To execute its Social Responsibilities Mphasis will rely on the following tenets:

1. Focus on a few topic areas and drive excellence in them
2. Maximize impact with the deployed resources
3. Drive innovative solutions in the social space in line with the company's motto of "Unleash the Next"
 - Strive to solve new problems in the social context
 - Customize existing solutions based on need

To achieve these objectives Mphasis' CSR strategy is oriented on an open CSR platform. This platform provides for the participation of a wide set of stakeholders e.g. non-profit organizations, companies, individuals, research institutes, technology incubators etc.

This platform will engage in a wide range of activities within its defined focus areas:

- Project grants
- Investment in research and innovative enterprises
- Investment in technology development
- Ideation and advisory
- Knowledge and information support

The platform will be enabled by a combination of technology (e.g. web portal, online knowledge sharing platforms etc) and CSR resources (e.g. topic area experts). We strongly believe this platform will enable us to accelerate and widen the impact we intend to create and encourage co-participation by the wider ecosystem.

Focus

Mphasis Ltd has defined two areas of focus for its CSR activities with specific Projects within each that it will be focusing on.

1) Creating opportunities for the disadvantaged with emphasis on persons with disabilities¹.

Towards creating opportunities for persons with disabilities, Mphasis will specifically focus on the following:

- Inclusive vocational training and skill development relevant to ITeS
- Job training of the target segment for employment in ITeS
- Wealth and income generation for the disadvantaged through training and incubating social enterprises
- Equal opportunity in education for disadvantaged children including children with disabilities through grant making of programs that validate proof of concept.

The trainings related to ITeS, while drawing from the best-in-class curriculums used internally by Mphasis, will focus strictly on the target segments. This will be beyond the regular scope of business of the Company.

Mphasis will actively work in these areas with a network of implementation partners to drive impact. It will seek to drive a collaborative effort with these partners which may include co-conceptualization of programs, program planning and definition of outcomes. The primary focus in these areas will be to create and conceptualize break through programs which could then become model solutions / interventions.

2) Technology driven community development²

Towards the technology driven community development, Mphasis will specifically focus on the following:

- Promoting education via technology led large scale learning platforms (Digital Education) for the underserved.
- Digital Education for supplementing the Financial inclusion aimed at financial literacy and technology based solutions for including the disadvantaged in economic mainstream

Mphasis has strong capabilities in a broad suite of technologies which it will leverage to build / assist in building solutions in the areas defined above. It will also actively seek to support technology ventures through the network of government approved technology incubation centers in educational and research institutions. This may include co-participation with other funding agencies as well as independent funding.

Governance

CSR Committee constitution and responsibilities:

The CSR Committee has been constituted comprising of the following members:

- 1) Mr. Narayanan Kumar

¹ Categories incorporated from Schedule VII from the Companies Act, 2013:

(ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects

² The categories incorporated from Schedule VII of the Companies' Act, 2013:

(ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects

(vii) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government

- 2) Mr. Davinder Singh Brar
- 3) Mr. Amit Dalmia
- 4) Mr. Balu Ganesh Ayyar

The roles and functions of the CSR Committee shall be as per the provisions of the law and as per the Charter approved by the Board of Directors of the Company.

Guidelines for programs and projects under the focus areas:

1. The programs shall preferably be in, but not restricted to, the local areas of operation of Mphasis Ltd.
2. The CSR budget shall be spent on programs in India only
3. The projects or programs shall not be undertaken in pursuance of the normal course of business for Mphasis Ltd
4. The activities shall not include activities exclusively for the benefit of employees and their family members
5. There shall be activities undertaken so as to utilize the employee volunteering skills
6. The programs and projects undertaken will be in line with the focus CSR areas as mentioned above, and in accordance with activity areas specified in Schedule VII of the Companies Act

CSR Budget

1. Mphasis Ltd. shall invest at least 2% of its average net profits of the preceding three years in the areas mentioned above for CSR.
2. The surplus arising out of the CSR activity shall not be a part of business profits for the Mphasis Ltd.
3. The CSR corpus shall hence consist of:
 - Percentage of average net profits allocated for CSR
 - Any income arising therefrom, which shall not form part of the business profits of the Company
 - Surplus arising out of CSR activities
4. Expenses for building capacities for CSR shall not exceed 5% of the total CSR expenses per financial year or such other percentage as may be statutorily prescribed from time to time. This may include external fees on training / capacity building and also internal charges like salary of CSR Staff etc. In case, the expenses for building capacities for CSR exceeds 5% of the total CSR Expenses, the same shall not form part of the CSR Expenses.

Mphasis F1 foundation

Mphasis F1 foundation is an independent, non-profit organization with a charter to support innovative programs that work towards an inclusive development of the society and the under privileged. It seeks to support secular, non-profit and non-political organizations. It's focus has been three key areas – Education, Employability and Entrepreneurship.

Implementation of CSR work by Mphasis Ltd. shall be primarily carried out by the independent non-profit organization, Mphasis F1 Foundation. The Foundation shall work with multiple execution partners for its programs and projects.

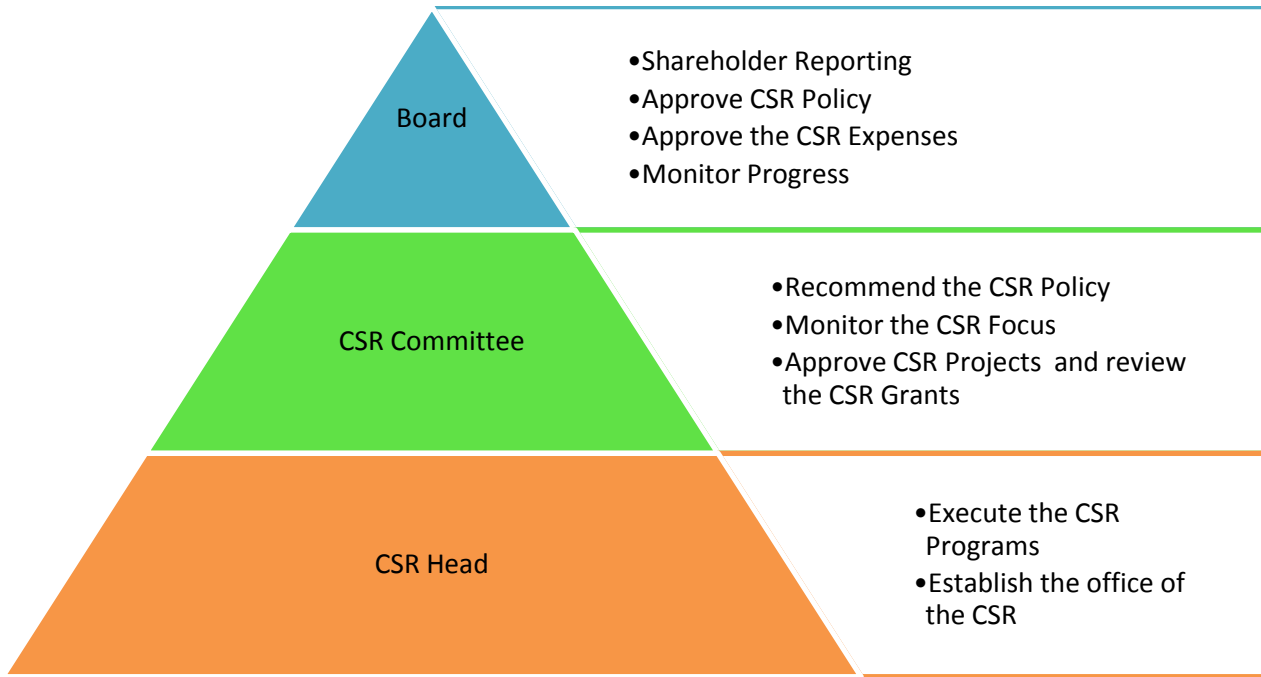
Monitoring and evaluation

The CSR activities of Mphasis will be headed by the CSR Head of Mphasis Limited. The CSR head will be responsible for driving the CSR Agenda including evaluation and execution of programs. The CSR head will further be supported by a team of topic experts and program officers.

The CSR Head will also report to the CSR Committee on the status of the CSR Programs and recommendations on new programs / partners for being evaluated. In addition the CSR Head will also support periodic review and evaluation of the entire program portfolio.

The CSR Committee will also review the grant recommendations made by the CSR Head and made appropriate recommendations to the Board for approval of the CSR Expenditure.

The CSR Committee will monitor, review and report to the Board regarding the implementation of the CSR Policy, progress of CSR Programmes, amount of the CSR Expenditure incurred and such other matters as it may deem fit for execution of the CSR Policy.



The initiatives under Mphasis' CSR programs will be defined with rigorous impact criteria and metrics which will be monitored in a rigorous manner. Specifically, this would include:

1. Measurement and evaluation reporting pre-agreed with the execution partners before roll-out
2. Multiple communication channels for project progress reporting to all the stakeholders
3. Regular intervention in the project through meetings with implementation teams
4. Course-correction or even future grant-withhold if implementation not on track

Implementation Schedule

Phase 1: Initiate Board Approval of CSR Policy, Set up Office of CSR, complete recruitment of key staff and support roles, train the resources and set up website and intranet, define road map for the current grant portfolio

Phase 2: Initiate grants in focus areas and enlist volunteer groups

Phase 3: Refine processes as required based on experience, initiate communication with key external stakeholders, report progress.
