

Mphasis Limited
Executive Remuneration Policy

Contents

1. Objective.....	3
2. Philosophy.....	3
3. Remuneration Structure Review of Executive members	3
4. Total Rewards Compensation structure	4
4.1 Fixed Compensation	4
4.2 Short Term Incentives.....	4
4.3 Long Term Incentives	4

1. Objective

The Company recognizes the need to be competitive in the Talent Market globally by ensuring fair and reasonable rewards for high levels of performance.

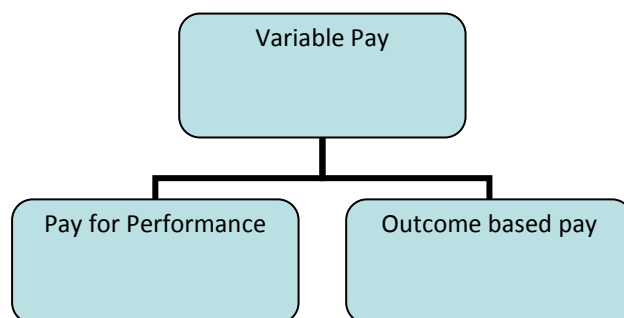
In line with the above, the Board of Directors of the Company recognizes that, to provide the company, stable leadership and governance, it must be able to attract, retain and motivate skilled executives keeping in mind the short term and long term objectives of the investors.

In addition, such a remuneration policy would help the Company promote the long term objectives of the shareholders translating to competitive returns.

2. Philosophy

The principles that govern our compensation philosophy are as follows:

- **Competitive Pay and At Market Pay Mix**
- **Variable Pay**



Pay for Performance: Providing compensation commensurate with performance and each individual's contribution towards overall business success.

Outcome based variable pay: The compensation package at the leadership level is designed in a way to provide more weightage towards performance-dependent variable incentives to better align the interests of executives with our shareholders.

3. Remuneration Structure Review of Executive members

- The Remuneration of the CEO and Key Executive Members will be reviewed by the Remuneration Committee

- The frequency of change would depend on the business requirement or any changes to the statutory and compliance conditions of the country of operation. Typically, this is reviewed on an annual basis.

4. Total Rewards Compensation structure

The structure of Remuneration for Executive members is as follows:

4.1 Fixed Compensation

This part will be driven by the Role, the Individual and Market Dynamics

4.2 Short Term Incentives

To Incentivise performance at the individual and Unit level through Short Term Incentives like Pay for Results, Variable Pay Plans.

4.3 Long Term Incentives

Plans that promote retention and performance linked to the achievement of medium or long-term objectives, and to ensure alignment with the sustained maximization of the value of the Company over time.

This may include schemes like Company's RSU's / Options or Performance/Retention bonus plans or other plans that the management would like to introduce.

The detailed guidelines that govern the remuneration of Mphasis employees have been covered comprehensively in the Compensation manual and Compensation Book maintained by the Compensation and Benefits Team