

## Code of Conduct for Directors of Mphasis Limited

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### Document Change History

Version	Author	Date	Comments
<b>V 1.0</b>	A Sivaram Nair	10 January 2006	First Version approved by the Board.
<b>V 1.1</b>	A Sivaram Nair	24 November 2006	Change of name of Company.
<b>V 1.2</b>	A Sivaram Nair	5 May 2009	Updation of phone and fax nos.
<b>V 2.0</b>	Subramanian Narayan	30 July 2014 (w.e.f 1 August 2014)	Amendment to the policy to align to the provisions of the Companies Act, 2013 and Rules made thereunder, and revised clause 49 of the Listing Agreement

# Code of Conduct for Directors of Mphasis Limited

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## Code of Conduct for Directors of Mphasis Limited

### Confidentiality Notice

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The recipient, by receipt of this document, acknowledges that this document is confidential information and contains proprietary information belonging to Mphasis and further acknowledges its obligation to comply with the provisions of this notice.

### About this Code of Conduct

The revised Clause 49 of the Listing Agreement (which has come into force effective 31 December 2005) with Stock Exchanges where Mphasis Limited is listed, requires Boards of Listed Companies to lay down a Code of Conduct for all Board members. It also requires that the Code of Conduct shall be posted on the website of the company and that all Board members shall affirm compliance with the Code on an annual basis. In compliance with this requirement, the Board has framed for its members, this Code of Conduct and has adopted the same at the meeting held on 30 July 2014.

## Code of Conduct for Directors of Mphasis Limited

### Code of Conduct for Directors of Mphasis Limited

*As adopted by the Board of Directors of Mphasis Limited on 30 July 2014*

The members of the Board of Directors of Mphasis acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the laws of India and other countries where Mphasis Group has its operations, as well as in the Memorandum and Articles of Association of Mphasis Limited and its subsidiaries. They are entrusted with and are responsible for the oversight of the assets and business affairs of Mphasis Group in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Mphasis Group and its shareholders. The Board of Directors has adopted the following Code of Conduct and the Directors are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow.

#### Code of Conduct

Board Members will:

- act in the best interests of, and fulfill their fiduciary obligations to, Mphasis Group and its stakeholders;
- act honestly, fairly, ethically and with integrity;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of the position of Director;
- comply with all applicable laws, rules and regulations;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- not use Company's property, information, position or opportunities for personal gain;
- act in a manner to enhance and maintain the reputation of Mphasis Group;
- disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest;
- make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of Mphasis Group and its Board of Directors;
- respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
- not use confidential information acquired in the course of their service as Directors for their personal advantage or in their role as Directors of any other Company outside the Group;
- help create and maintain a culture of high ethical standards and commitment to compliance;
- regularly assess their performance and effectiveness as a Board and that of individual directors and committees.

## Code of Conduct for Directors of Mphasis Limited

The Independent director will:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the Company and the external environment in which it operates;
- not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- act within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

A Director who has concerns regarding compliance with this Code should raise those concerns with the Chairman of the Board and the Chairman of the Audit Committee, who will determine what action shall be taken to deal with the concern. In the extremely unlikely event that a waiver of this Code for a Director would be in the best interest of the Company, it must be approved by the Audit Committee and the Board of Directors.

Directors will annually sign a confirmation in the format given in Annexure 1 that they have read and will comply with this Code.

## Code of Conduct for Directors of Mphasis Limited

### ANNEXURE 1- FORMAT FOR ANNUAL CONFIRMATION OF COMPLIANCE WITH THE CODE

I, \_\_\_\_\_ (Name), Director of Mphasis Limited, hereby confirm that I have read the Code of Conduct applicable to Directors of the Company and that I have complied with the requirements of this Code during the period \_\_\_\_\_ to \_\_\_\_\_.

(Signature)

**Date :**