

Mphasis Limited

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ORIENTATION PROCESS FOR DIRECTORS

1. INTRODUCTION

The Company believes that it is pertinent for the Board members to know what is expected from them and equip them with necessary skills and knowledge which will enable the Board to take informed decisions. Thoughtful and thorough orientation is a key to directors to realize their full potential to contribute to the collective mindset of the Board and avoids loss of opportunities.

2. ORIENTATION PROCESS

A director orientation program in Mphasis, is a process which begins when a persons' candidature is considered for the office of director. Upon appointment, a director is provided with a joining kit containing the Charters of the Board and Committees, Profiles of his colleagues on the Board and Senior Management, Board Calendar etc. These details are also hosted on a secured electronic platform which is available for the director's reference throughout his/her tenure. In addition to this, in depth details of the Company is presented on one on one basis to the new director, covering Organization history and current set up, business offerings, Budgets, Board culture and process, duties, responsibilities and

liabilities, to name a few. The Chairman, at the Board meeting, outlines the expectations of the Board from the directors for the information of the new director.

The Orientation is continued by educating the directors on an on-going basis. The continued orientation program involves, review of the market units, presentation by external experts on topics of emerging significance, update on changes in competitive landscape and regulatory compliances. The directors step back and assist the senior management by understanding the strategy and provide effective guidance on select topic areas. This process provides an effective mechanism for the director to acquire specialized orientation. The Company conducts an annual Board Strategy meeting, which discusses the topics of significance, Company's strategies, Investors' and Customers' perspective etc. which helps the director to orient himself with the Company's operations, governance, strategy and perspective of stakeholders.

The adequacy perception of the orientation is ingrained into the Board evaluation parameters, which helps the Company to further build the orientation process.