

**MPHASIS LIMITED**

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**POLICY FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

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**Document Change History**

<b>Version</b>	<b>Author</b>	<b>Date</b>	<b>Comments</b>
V1	A Sivaram Nair	25 May 2015	Formulation of the code
V2	Subramanian Narayan	25 & 26 October 2017	Appointment of Mr. Subramanian Narayan as Chief Investment Relation Officer in place of Mr. A Sivaram Nair
V3	Subramanian Narayan	14 March 2019 (effective 1 April 2019)	Amendment to the Policy to align to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019
V4	Subramanian Narayan	20 July 2023 (effective 14 July 2023)	Amendment to the Policy to align to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Second Amendment) Regulations – 2023
V5	Subramanian Narayan	25 July 2024 (Effective 1 December 2024)	Amendment to the Policy to align with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2024 read with SEBI Circular dated 21 May 2024
V6	Sivaramakrishnan P	22 & 23 January 2025	Appointment of Mr. Sivaramakrishnan P as Chief Investment Relation Officer in place of Mr. Subramanian Narayan

**1. Introduction**

The Board of Directors of Mphasis Limited (**the “Company”**) has adopted following policy for fair disclosure of Unpublished Price Sensitive Information (**UPS**I) in line with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. Unless the context otherwise requires, words and expressions used in this Policy shall have the meanings respectively assigned to them in the Mphasis Code of Conduct for Prevention of Insider Trading. This Policy will be applicable to the Company effective **15 May 2015**.

**2. Objective**

Mphasis being a publicly listed entity is obligated to comply with the disclosure requirements under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and is committed to the premise that the all persons investing in the publicly traded securities have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the cornerstone to the integrity of the Capital Market.

The Company has framed a Policy for fair disclosures and conduct (**the “Policy”**) and this Policy is primarily intended to define a framework within Mphasis Limited, for fair disclosures of all such material events and occurrences that could materially impact price of Mphasis shares in the market (“**UPSI**” or “**Material Information**”). The Policy is subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall be valid subject to the provisions of Listing Agreement, Listing Regulations and other applicable regulations on the subject matter to be disclosed.

### 3. Information Covered under this Policy

This Policy covers “Unpublished Price Sensitive Information” as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 subject to criteria determining price sensitivity and materiality thresholds as specified under this policy.

### 4. Basic Principles Regarding Fair Disclosures and Conduct

The Policy aims to execute the following principles:

1. **Timeliness:** disclosure of material information promptly without delay in accordance with the Policy following the material events or occurrences that warrant disclosure.
2. **Transparency:** disclosure of material information with sufficient details that fosters investor confidence and aids the investors to vouch the integrity over the disclosures made by the Company.
3. **Fairness:** ensure wide dissemination of information avoiding selective disclosure.
4. **Confidentiality:** maintain confidentiality of unpublished price sensitive information and competitively sensitive information having due regard to the disclosure obligations.
5. **Need to Know Basis:** ensure that all the Unpublished Price Sensitive Information and competitively sensitive information are made available only on a need to know basis and provide guidance to the Covered Persons on the means to handle such information.
6. **Materiality:** ensures that all material information gets published or made generally available.

### 5. Policy

1. Mphasis is committed to fair and adequate disclosure of UPSI in order to provide equal access to the public to UPSI affecting the securities of the Company. It is the Policy of the Company to disclose material information affecting securities in accordance with the requirements of the law and ensuring parity between fairness, confidentiality and protecting Competitive sensitiveness.
2. The Policy extends to all the Covered Persons as per the Mphasis Code for prevention of Insider Trading and any Persons, including employees and persons in professional or business relationship with the

- Company, who is in the possession of any UPSI and who knows or should have knowledge of Corporate Disclosure Policy of Mphasis.
3. The Covered Persons and other Persons having access to UPSI should maintain the confidentiality of all such Information and shall not pass on the information to any person, directly or indirectly.
  4. The Covered Persons should handle the Unpublished Price Sensitive Information (UPSI) on a 'need to know' basis, which means that it shall be disclosed only to those persons who need the information to discharge their duty or of legal obligations and under a Non-Disclosure Agreement, wherever required. Files containing UPSI should be kept secured to prevent access by other persons.
  5. The UPSI shall be disclosed by the Covered Persons for legitimate purpose of the business of the Company. In determining if the disclosure is for a legitimate purpose, following principles should be considered:
    - (a) There is a compelling reason to disclose an UPSI;
    - (b) the Covered Person has obtained the knowledge of such UPSI on a need to know basis;
    - (c) Such disclosure made is in furtherance of duties for which such Covered Person is employed and/or engaged;
    - (d) The Covered Person has reasonably ensured that there are no possibilities of leak of UPSI whilst communicating such UPSI;
    - (e) the disclosure of UPSI is in the furtherance of interest of the Company;
    - (f) the Covered Person making the disclosure has provided adequate notice of confidentiality to the recipient of UPSI and is reasonably assured that the recipient would not otherwise disclose the UPSI;
    - (g) the UPSI being disclosed is not a false or misleading information and is not shared with an illegitimate intent to make any undue profit / gain or advantage;
  6. Mr. Sivaramakrishnan P, SVP-Corporate FP&A and Company Secretary of the Company be and is hereby designated as a Chief Investor Relations Officer (CIRO). The specific roles and responsibilities of the Chief Investor Relations Officer inter-alia includes the following:
    - a) Ensuring compliance with the Policy and taking corrective actions for violations of the Policy;
    - b) Review of disclosure process and controls and making necessary changes as and when required;
    - c) Provide adequate training to the employees on handling of Unpublished Price Sensitive Information
    - d) Determining whether any information is material, including if there have been material changes since the last disclosure, and determining time and adequacy of disclosures to made if such information is material.
  7. Where it is decided not to disclose any unpublished price sensitive information as the same is immaterial, CIRO shall record the fact of such immateriality, and the reasons for not reporting such event to the Stock Exchanges.
  8. Where it is decided to disclose an information under this policy, the following shall also be determined:
    - i. Appropriate time of reporting of such event/transaction;
    - ii. details to be filed with the Stock Exchanges in relation to such event/transaction, considering the interest of Company and interest of Investors.
    - iii. Whether such information is required to be hosted on the website of the Company or not.
  9. Selective disclosure is not permitted for any material information. A selective disclosure shall deem to occur when such material information is communicated to particular persons such as Analysts, Institutional Investors, Investment Advisors and other third parties. However, such restrictions shall not be applicable to disclosures made under a Non-Disclosure Agreement and on a need to know basis.

10. Where any undisclosed Material Information is found to be selectively disclosed and is a subject matter of rumour in the market with respect to such information, the CIRO shall, subject to the other provisions of the Policy, arrange to provide a clarification on such material information to the Stock Exchanges where the shares of the Company are listed.
11. Authorized spokespersons of the Company are permitted to meet with and discuss with analysts and other market participants but care must be taken to ensure that no UPSI that has not been previously disclosed, including information in the form of guidance on financial performance relative to street's expectations, is communicated. If any Material Information is inadvertently communicated on a selective basis, an immediate news release containing such information will be issued.
12. The following measures should be observed while making communication with Analysts, Investors and Media:
  - a. The spokesperson should desist from disclosing any material information which is not available to the Public.
  - b. In the event any UPSI is proposed to be disclosed to Press, Analysts, Investors or Media, the Stock Exchanges should be informed prior to such disclosure.
  - c. The Company will observe a quiet period prior to release of quarterly results. During such period the company will not conduct meeting with analyst and investors. The quiet period shall commence on the first day of the month following the end of the quarter and shall remain in force until the UPSI is made public.
  - d. The Company should provide prior notice of the Investors earning call by announcing date, time and information and how the parties can participate in the Investor's earning call. The materials used for the Investor call shall be posted on the website of the Company after release of the results or UPSI has been made public, as the case may be.
  - e. The transcript of the Investors earning Call shall be hosted on the website of the Company promptly after the conclusion of the Investor's earnings call.
13. Employees who make speeches and presentations about the Company in social media, mainstream media, conferences, seminars, external trainings etc. should abstain from debuting or making statements about UPSI.
14. Chief Investor Relations Officer may *suo motu* determine the requirement of disclosure of any event to the Stock Exchanges and shall if deem necessary, report the details of such event to the Stock Exchanges and the provisions of the section shall apply accordingly.

## 6. Events/Transaction to be Disclosed

- 6.1 Within the framework of this Policy, the following events/transactions/information shall be disclosed or published in public domain within the timelines stipulated thereunder:
  - a. All events or information which are material in terms of the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, shall be disclosed within the timelines prescribed as per the aforesaid regulations. Where any disclosure is made after the timelines specified under the Listing Regulations, the Company shall as required under the Listing Regulations disclose the reasons for delay along with such disclosure.
  - b. Quarterly Financial Results and other material events, as prescribed under the Listing Regulations, which are approved by the Board, are to be disclosed within 30 minutes from the conclusion of the Board Meeting in which it was approved;
  - c. Dividends declared or recommended to be disclosed within 30 minutes of conclusion of the Board Meeting in which it was approved;

- d. Issue of any class of securities, change in the market lot of the Company's share, sub division of equity shares of the Company etc. to be disclosed promptly upon conclusion of Board Meeting in which it was approved;
- e. Acquisition, setting of a new entity, merger, de-merger, amalgamation, corporate restructuring, takeovers, scheme of arrangement, Joint Ventures, spin off, slump sale or selling business division of the Company, delisting, redemption /cancellation/retirement of any securities issued by the Company etc. to be disclosed promptly upon conclusion of Board Meeting in which it was approved or definitive agreement is signed finalizing the transaction, whichever is later.
- f. Buy back of shares, Bonus Issue, Establishment of new Stock Option Plan, Forfeiture of shares, reissue of forfeited shares or creation of new shares or securities in any form or manner etc. to be disclosed immediately after conclusion of the Board Meeting at which such transaction is approved;
- g. Change in the Promoter's shareholding by more than 2% of the paid-up share capital to be disclosed upon receipt of intimation from the Promoters regarding such change or the time when such change has come to the knowledge of the Company, whichever is earlier.
- h. Material Strategic Investment in companies outside Mphasis Group, to be disclosed when such definitive binding agreement is executed or making the investment whichever is earlier;
- i. Material Transactions that change the general character of business, whether due to technical, manufacturing, marketing, or financial tie up or by the reasons of selling or disposing of or agreeing to sell or dispose of any unit or division or enlarging, restricting or closing the operations of any unit or division to be disclosed when a definitive agreement is signed on events triggering the change in general character of business.
- j. Disruption of business operations due to natural calamity, strikes or lockouts etc. having material impact on the business of the Company to be disclosed promptly upon assessment of disruptions consequent to occurrence of the calamity.
- k. Any litigation/regulatory action(s) against the Company having material impact on the business of the Company to be disclosed promptly upon receipt of the demand notice.
- l. Any New ratings or revision thereof assigned to any of the Company's debt or equity or other instruments or in respect of any Issues of securities to Public or Corporate Governance Practices should be disclosed forthwith upon receipt of such communication from the Rating Agency.
- m. Change in the Directors, Senior Management, Compliance Officer and Key Managerial Personnel (KMP as per section 2(51) of the Companies Act, 2013), to be disclosed within seven days from the date of change coming into effect or such other timeline prescribed under the Listing Regulations.

6.2 The Chief Investor Relations Officer (CIRO) shall consider following criteria while determining the materiality of a disclosure pursuant to this policy:

- a) Quantitative Materiality Thresholds:  
Based on a combination of turnover, net worth and profit/ loss after tax, where such event/ information is considered "Material", whose value or the expected impact in terms of value, exceeds lower of the following:
  - a) two per cent of turnover, as per the last audited consolidated financial statements of the Company.
  - b) two per cent of net worth, as per the last audited consolidated financial statements of the Company, except in case where the net worth is negative.

- c) five per cent of the average of absolute value of profit or loss after tax, as per the last three years audited consolidated financial statements of the Company.
- b) Qualitative Materiality Criteria: Where in the opinion of CIRO the omission of disclosure of such event or information is likely to result in discontinuity of information already available publicly or result in significant market reaction if the said omission became public at a later date.
- c) An event or information may be treated as being material, if in the opinion of the Board, the event or information is considered material.

*Note : qualitative materiality criteria shall be applied where there the quantitative materiality thresholds cannot be applied or the value is less than the quantitative materiality thresholds.*

6.3 The Chief Investor Relations Officer (CIRO) shall be guided by the following principles whilst approving a disclosure:

- a) he should be reasonably satisfied that the disclosures do not contain a misrepresentation and is not, in a material respect, misleading or untrue;
- b) if any part of a disclosure includes quotes from a report, statement or opinion made by an expert, CIRO should ensure that a written consent of the expert to the use of the report, statement or opinion in the disclosure had been obtained;
- c) the CIRO shall not unduly withhold his opinion on the matters which has been referred to him for ascertaining the materiality of a subject for disclosure.
- d) If the CIRO is of the opinion that issuance of a disclosure announcing the material information would be unduly detrimental to the Company's interest (for eg: When it is likely to impair an ongoing negotiations) the CIRO may determine the period for which the confidentiality shall be maintained and shall issues directions regarding the following:
  - 1. To ensure that covered persons and other connected persons who are aware of the information, know that it is confidential and they are obligated to keep the material facts confidential.
  - 2. To ensure that there is no selective disclosure of confidential material information to third parties.
  - 3. To ensure that no one with the knowledge of material information has traded in the securities of the Company and in the securities of the other Company affected by the material information and caution the covered persons to refrain from trading in the securities till the information is made Public.

## 7 Manner of Disclosures

The material disclosures under this Policy shall be disclosed to the Stock Exchanges by sending e-mails to the designated email IDs of the Stock Exchanges and couriering the original intimation letters to them. In addition to this, the important press releases and the disclosures made will be hosted on the website of the Company; [www.mphasis.com](http://www.mphasis.com)

In the event there being any difference between CIRO and the management over the disclosure of any particular event to the Stock Exchanges or any matters in relation thereto, the same shall be referred to CEO and his decision shall be final.

## 8 Market Rumors

- As required under the provisions of Listing Regulations, the Company shall confirm, deny or clarify any event reported in Mainstream Media (*such term shall be as defined in the Listing Regulations*) which is not general in nature and which indicates impending specific material event or information circulating amongst investing public, within 24 hours of the material price movement pursuant to such reporting or such other time as may be prescribed under the law in this regard.
- For the purpose of rumour verification, the Company deems its focus areas of overseas business as USA and UK, i.e. material foreign jurisdictions in which the Company has IT and ITES operations. The financial dailies that the Company track in these jurisdiction are Wall Street Journal for USA and Financial Times for UK.
- Except as otherwise provided in the Policy, as a matter of best practice, the Company shall refrain from commenting on any Market Rumors and speculations.
- However, at times the Stock Exchanges might require clarifications on the market rumors which will be dealt with by CISO accordingly.

## 9 Contact

The queries and/or clarification in relation to determination of materiality of an event/information including identifying any potential event or information for making necessary disclosure to the stock exchanges can be referred to [eric.winston@mphasis.com](mailto:eric.winston@mphasis.com), [aravind.viswanathan@mphasis.com](mailto:aravind.viswanathan@mphasis.com) and [sivaramakrishnan.p@mphasis.com](mailto:sivaramakrishnan.p@mphasis.com).

## 10 Disclosure

The policy shall also be uploaded on the website of the Company at [www.mphasis.com](http://www.mphasis.com). The Policy shall co-exist with the Mphasis Code for Prevention of Insider Trading and any person taking notice of the code for prevention of Insider Trading shall also take note of this Policy. The Policy shall be read in conjunction with Listing Regulations. No provisions of the Policy shall deem to restrict the requirements of Listing Regulations and in an event of conflict, the provisions of applicable SEBI Regulations shall prevail.

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