

Commitment @Birlasoft **Code of Business Ethics and Conduct**

birla**soft**



Ethics Propels Growth

Message from Angan Guha

on Code of Business Ethics and Conduct (COBEC)



Angan Guha

Chief Executive Officer

Birlasoft is part of the CKA Birla Group's 170-year-old legacy of continued performance ethically and legally. Our company's growing global reach is a testament to the exceptional services we offer to our customers. We continue to build a tremendous amount of trust and value by standing strong on our commitment to **transparency, ethics, equity, and integrity** in all our dealings, be it with clients, vendors, business partners, or our colleagues.

At Birlasoft, we abide by our At Birlasoft, our six Cultural Tenets—Organization First, Customer Centricity, People Centricity, Say-Do Ratio, Be Bold, and Quick Decision Making—serve as the foundation of how we work and lead. If these tenets are our compass, this Code of Conduct handbook is our roadmap. If our core values are our compass, this code of conduct handbook is our roadmap. Thus, every employee must equip themselves with these critical tools.

The COBEC at Birlasoft stands on **4 pillars of Commitment**: Commitment to Ethical Business Standards, Commitment to Workplace, Commitment to Stakeholders, and Commitment to Company's Assets and Information. This handbook on COBEC has detailed each pillar and its elements like Anti-Bribery & Anti-Corruption, Assets Protection, Diversity, Equity and Inclusion, Confidentiality, Whistle-Blower, and much more.

Adherence to the COBEC will help us **grow, achieve greater success, and build TRUST!** Together, we will continue to be a corporate model of integrity, ethical business practices, and equity. We will drive Birlasoft to greater success and good governance.

I urge you to familiarize yourself with this Code of Business Conduct and Ethics and use this handbook as daily guide. Thank you for doing your part to carry forward our strong legacy and to fulfill the commitment towards Birlasoft Code of Business Conduct & Ethics.



Our Culture Tenets

Organization First



Put company before individual

Prioritize organizational objectives over team and individual interests

Customer Centricity



Passionate about client's success

Understand customer needs and add value through 'fit for purpose' solutions

Say-do Ratio



Deliver on commitments consistently

High on accountability; Once committed ensure delivery

People Centricity



Empathize & be inclusive

Always have people at the heart of everything we do

Be Bold



Encourage risk-taking

Dream big and take courageous bets

Quick Decision Making



Empower for swift actions

Encourage sound and prompt decisions without hesitation

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Why do we need code of business ethics and conduct?

Code of Business Ethics and Conduct's (COBEC) at Birlasoft defines **company's values, principles, and standard behavior** to be followed. COBEC forms the basis of the organization's existence, and the way business should be conducted. The underlying principle of Birlasoft's COBEC is **trust**.

To achieve the goal of #OneBirlasoft, we constantly follow ethical business standards in our day-to-day business activities.

Refer to: *Code of Business Ethics & Conduct Policy*

Disclaimer:

COBEC is a guide to help whenever you have questions about ethics or if you are faced with an ethical dilemma. COBEC may not address all the situations which you may encounter and sometimes, because of the highly complex rules and regulations that govern our business, you may need additional help. In these situations, consult the Birlasoft policies referenced throughout in COBEC. These policies are available on Birlasoft's intranet. They provide more detailed information on seeking help. In case of any dilemma or clarity needed, you can also discuss the matter with your manager, Human Resources (HR) or write to ethics.queries@birlasoft.com.



To whom the code applies?

Everyone has a role in Code of Business Ethics and Conduct (COBEC)

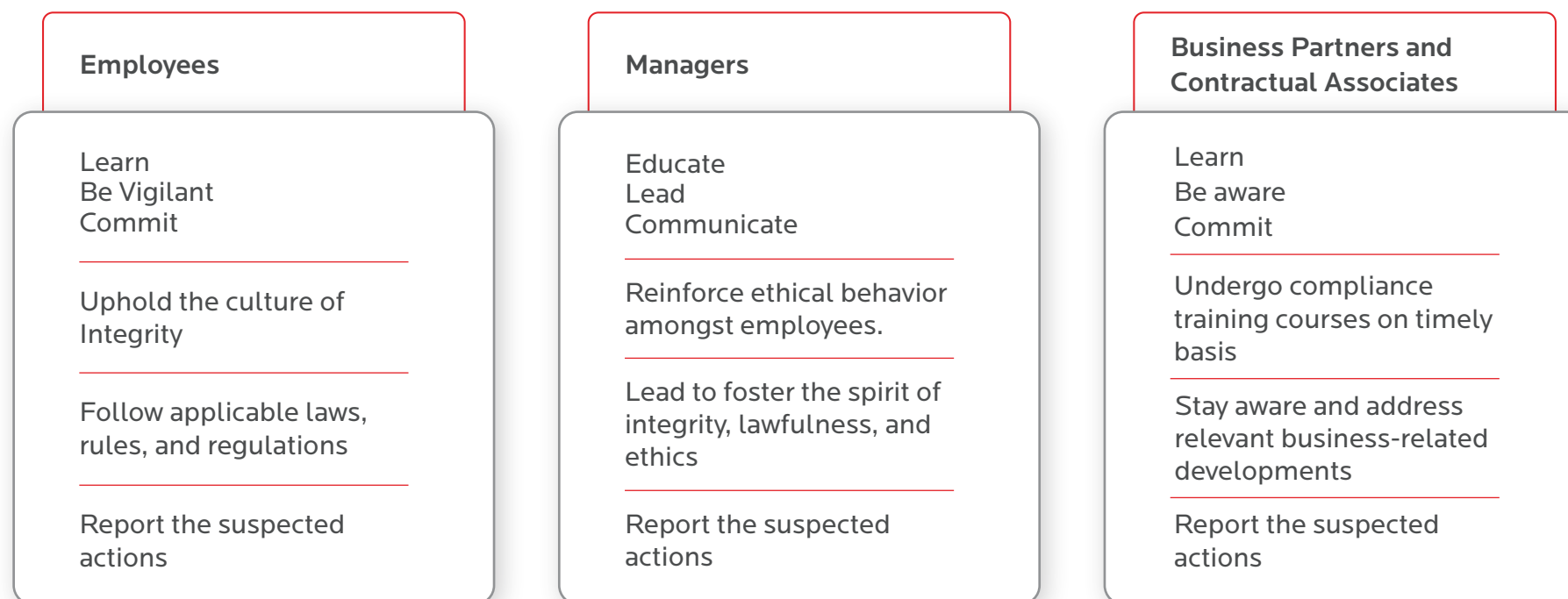
COBEC is applicable to customers, clients, vendors, employees and board of directors working in, for and with Birlasoft. Birlasoft expects everyone in the company to uphold the same standards and abide the policies pertaining to COBEC.

The company expects everyone working in, for and with Birlasoft to:

- Demonstrate professionalism and behave ethically.
- Be committed to the responsibilities mentioned in COBEC.
- Participate in regular training and awareness sessions of COBEC.
- Report non-compliance / breach of COBEC immediately to the Governance Risk & Compliance team.
- Comply and fulfill the legal and regulatory obligations.

Refer to: Organization Training Policy

We have zero tolerance on any matter related to unethical behavior



Caselet

Q Sam: Hi Peter, since last one week, I am getting some mails to complete compliance training. I don't think I need to put that much time in it, I know it all, so I will scroll all the modules to complete it quickly. As I have deliverables to focus, my manager is also in agreement to this.

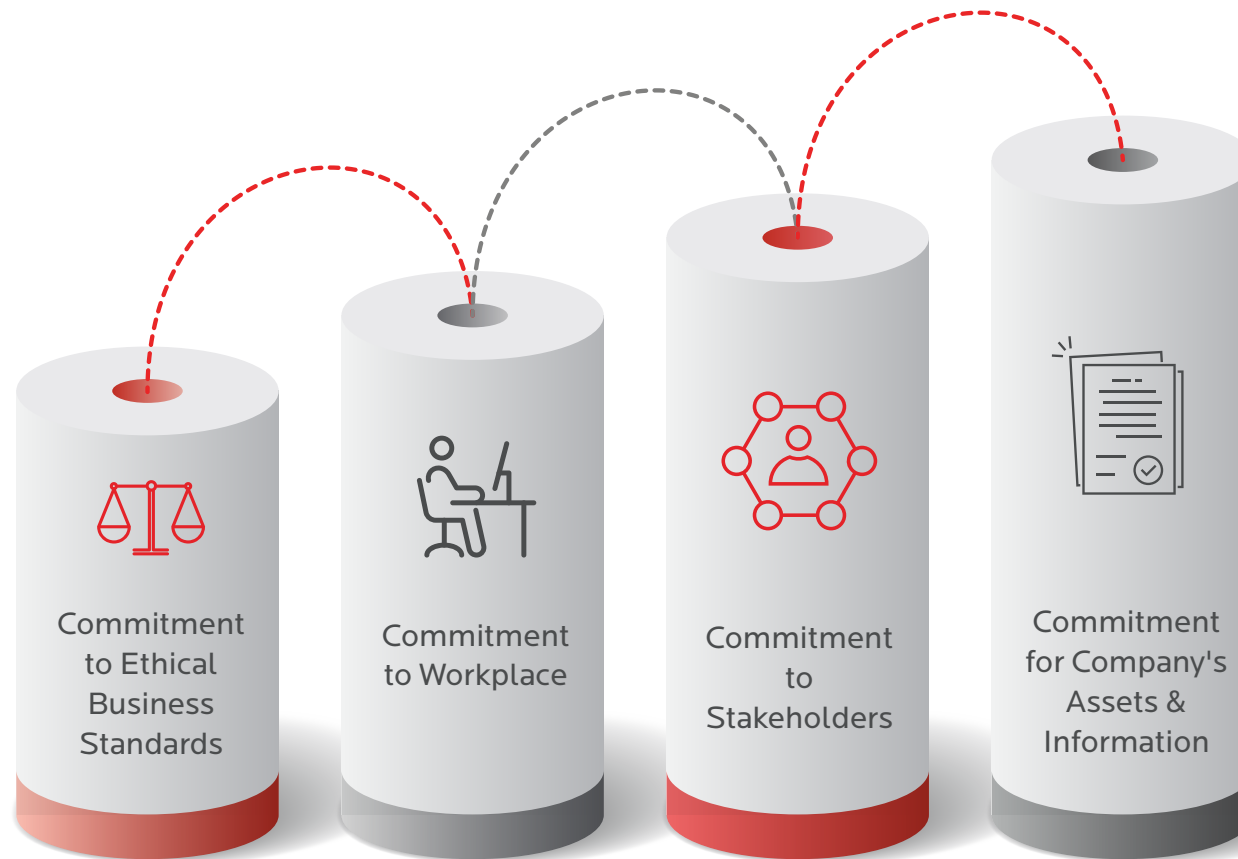
What advice should Peter give to Sam?

A Sam, Birlasoft compliance training is a guiding tool to make us understand the probable risks, commitments, and the responsibilities we have at workplace. You must take the training to fully comprehend the purpose of training, and if someone tries to interfere to stop you from taking up mandatory training, you should seek help from one of the reporting resources listed in our Code.

Commitment@Birlasoft

Birlasoft is committed to fair and impartial treatment to all its employees, customers, vendors, and business partners, in all its transactions and dealings. Therefore, by virtue of being part of the Birlasoft family, each Birlasoft employee is mandated to comply with the organization's COBEC.

Code of Business Ethics and Conduct in Birlasoft stand on four pillars:



1 Commitment to ethical business standards





Anti-bribery & anti-corruption

We expect our employees, vendors, board of directors and business partners to be aware of and follow all the applicable local and international laws pertain to Anti-bribery & anti-corruption including, but not limited to the Laws of Land. Attempting to win or influence business through bribery or corruption is against the law, Birlasoft values and COBEC. Birlasoft believes in corruption free and lawful business practice rather than indulging in unfair and unethical trade practices violate of the laws of the land. Therefore, adherence to the norms laid down under laws of the land for Anti-Bribery and prevention of corruption is must for everyone working in, for and with Birlasoft.

******In addition to treating **Bribe**-giving as an offense, section 9 of Prevention of Corruption Act, 1988 specifically provides for an offense by a commercial organization if any person associated with the commercial organization gives or promises to give any undue advantage to a public servant to obtain or retain business or an advantage in conduct of business. Such a person / commercial organization shall be punishable with a fine, quantum of which is not prescribed in the act.

Source: *Prevention of Corruption Act, 1988*

Our commitment: Zero-tolerance approach to bribery and corruption.

Our responsibility: Fair business relationships and dealings.

Directions:

- Ensuring non-indulgence of third party / intermediaries working with us or our behalf, in act of bribery and corruption in any form.
 - Prompt reporting of bribery and other forms of corruption to the avoid activity that might lead to, provide, or promise to offer or authorize improper payment, bribe, or kickback.
 - Any payment or benefit given or taken should be documented and accounted as per the accounting standards of the given country.
- Strong due diligence of intermediaries, third parties, consultant and agents working with us or on our behalf.
 - Gifts (as part of routine business courtesies) of permitted value as per applicable law, rules and regulations of the particular country may be given by Birlasoft employees to its customers, government officials and partners with appropriate approvals and consents.
 - Gifts (as part of routine business courtesies) of permitted value as per applicable law, rules and regulations of the particular country may only be accepted by Birlasoft officers and employees after receiving appropriate approvals and consents from the management.

What is not acceptable?



Accepting a gift or hospitality from Government officials, agents or third party for gaining business advantage.



Give / promise to give or offer a payment / gift / hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.



Engage in any activity that is related to breach of a particular anti-bribery & anti-corruption law.



Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure.

Birlasoft has an extensive anti-bribery & anti-corruption program. This includes detailed policies applicable to internal and external stakeholders, exhaustive trainings for all, compliance procedures and reporting mechanism in case of violation.

Types of bribery / corruption

Quid pro quo	An agreement between two or more parties in which there is a reciprocal exchange of goods or services.	Company A uses Company B's research. In exchange, company B executes all of Company A's trades.
Kickbacks	Bribery of nature that involve transfer of favors or compensation in exchange for a specific beneficial treatment or decision. For instance, paying off a public servant for his or her vote or decision.	A pharmaceutical or medical device company might offer free training or other benefits to doctors who prescribe its drug.
Facilitation payment	The payments made to officials with the intention of expediting an administrative process. This payment is prohibited in Birlasoft.	Giving money as to local council to smoothen the process of license in a new state.
Willful blindness	Deliberate failure to make a reasonable inquiry of wrongdoing, despite suspicion or an awareness of the high probability of its existence.	Someone transporting illegal drugs tries to claim innocence by not looking in the package and thus not knowing that he was transporting drugs.

Donations

Birlasoft does not contribute to political parties. We only indulge our self in making charitable donations complying with the ethical practices and legal laws and practices as per our “Corporate Social Responsibility” guidelines / programs. For example - Giving \$50000 to XYZ political party for an election campaign.

***The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy*.**

**** We are committed to ensuring no one suffers any detrimental treatment because of refusing to take part in bribery or corruption, or because of reporting it in good faith**

What to do if you are a victim of Bribery or Corruption

Inform in writing to Head GRC, Geo HR Head or Geo Business Head as soon as possible

Caselet



Barack from Birlasoft finalizes an informal agreement with his counterpart Sam. Sam is from a research company named MNO Limited. As per the agreement, Sam promises to share some research data that the company conducted recently. In exchange, Barack has promised to give the project execution to Sam and his company. Do you think this is a good practice?



That's an incorrect practice, as any formal or informal agreement between two or more parties in which there is a reciprocal exchange of goods or services falls under quid pro quo bribery and is prohibited in Birlasoft.



Conflict of interest

Conflict of interest occurs whenever the personal interest (family, friendships, financial or social factors) of board of directors or any individual associated contradicts with the interest of Birlasoft. It exists when personal activities or relationships interfere or appear to interfere with objectivity and judgment in doing what is best for Birlasoft.

Our commitment: **Transparency in all our business activities.**

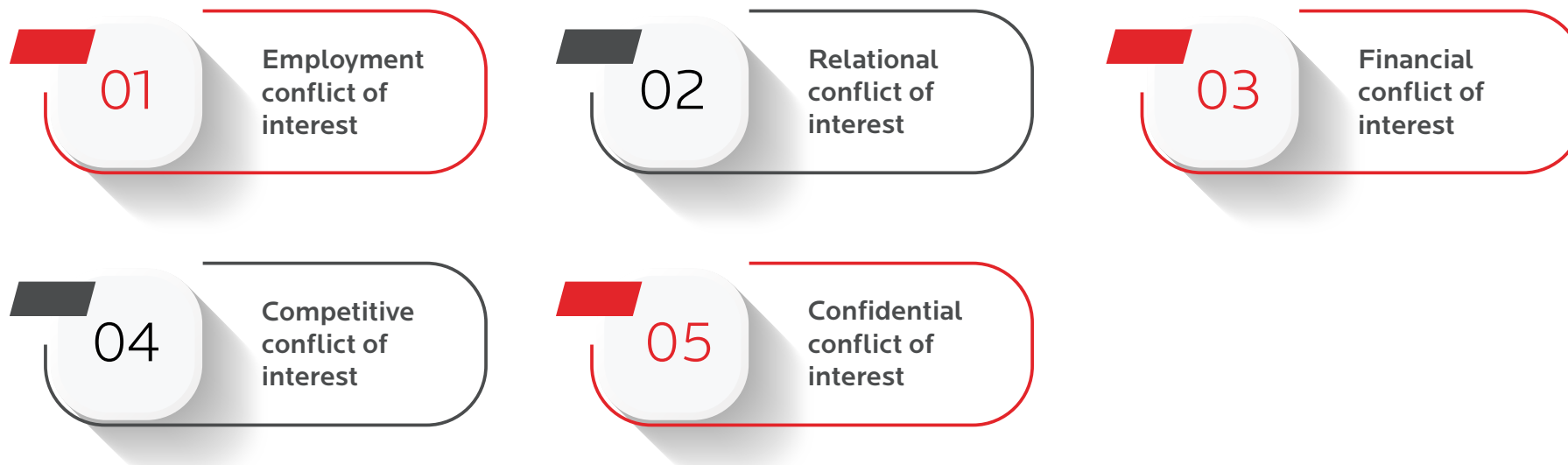
Our responsibility: **Avoid perceived and potential conflict of interest.**

Directions:

- Proactively disclosing and seeking approval for any activity that may give rise to a potential conflict.
- Whenever in doubt, discuss the situation with your HR manager and seek necessary approvals.
- Exercise sound judgment, free from personal interests or divided loyalties.

Conflict of interest is not automatically a violation of Birlasoft COBEC. However, a failure to disclose is always breach of code. Many conflicts can be easily resolved once reported. Timely reporting can mitigate the impact of conflict on the company.

Potential conflict of interest



Some examples of conflict of interest

An employee working directly or indirectly either as an officer, employee, consultant, trainer, director, partner, proprietor or agent with direct competitor, client, any business concern or non-profit.

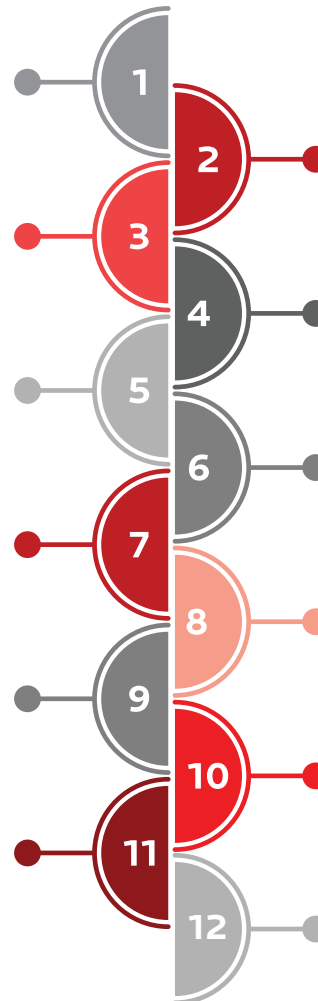
Personal or romantic relationship between a manager and subordinate, client, or any business partner.

Directing Birlasoft business to yourself, a relative, a friend, or a romantic partner.

Offering paid services on your time off to a company customer or supplier.

Holding financial interest in an entity which conducts or seek to conduct business with Birlasoft.

Accepting gifts from a customer in exchange for some benefits.



An employee working on commercial pursuit of hobbies and interests that interferes with the employee's ability to fulfil his or her responsibilities in Birlasoft.

Hiring, supervising, reporting, and investigating relative, friend, or romantic partner working in same team.

Taking advantage of business opportunities learned through your role at Birlasoft.

Owning a company that provides similar services like your full-time employer.

Referring customer to another business where employees have financial interests.

Using company's resources or proprietary information for personal gain.

Volunteering services: Birlasoft respects indulgence of employees in anything beyond the call of duty. It is must for the employee to disclose HR manager about his / her interest. Employee should make sure that the services rendered do not affect Birlasoft's line of business and reputation, also must accept any remuneration.

Caselet

- Q** Roger, a part-time website designer with ABC Corp. Has been offered outside consulting work with XTY Company. In the past, XTY Company has had couple of business dealings with ABC Corp. Should Roger take this opportunity?
- A** There is a risk of actual, potential, or perceived conflict of interest. Roger must seek his manager's approval to engage in the outside work.
- Q** Ted, the brother-in-law of Harry, an active member of procurement committee, requested him for recommendation and consideration for million-dollar order of office furniture. Harry meets me over a cup of coffee to seek my guidance.
- A** I suggested Harry to inform his manager and all the members of the procurement committee, about the relationship he has with Ted and not to get involved in the decision-making process and any other future dealings.

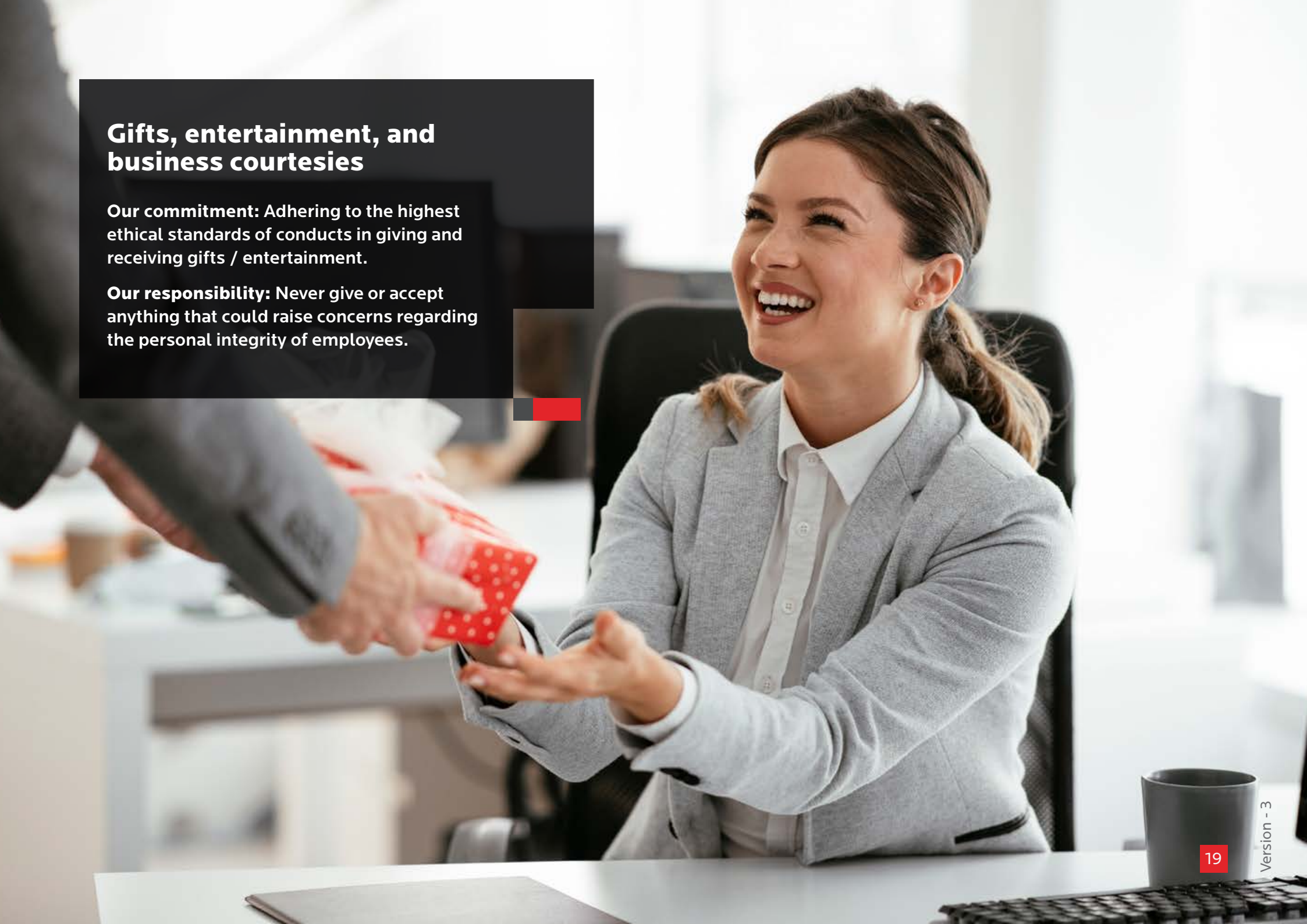
Refer to: *Recruitment of Relative Policy*



Gifts, entertainment, and business courtesies

Our commitment: Adhering to the highest ethical standards of conducts in giving and receiving gifts / entertainment.

Our responsibility: Never give or accept anything that could raise concerns regarding the personal integrity of employees.





Directions:

- Only offer or accept gifts, entertainment or business courtesies that are reasonable and compliments to business relationships.
- Understand and comply with the policies of the recipient's organization before offering or providing gifts, entertainment, or business courtesies.
- Report correctly in expense reports, all expenses for any gifts, entertainment or business courtesies provided and accurately state the purpose for the expenditure.
- Do not to commit to any donation requests from customers without first obtaining internal approvals even if the donation is for a charitable cause.
- Employees to declare all gifts given/received, in the gift declaration system.

Birlasoft does not prohibit normal and appropriate hospitality (given and received) to or from third parties if they are as per our "Business Gifts and Business Entertainment Policy" and in conformance with prevalent Acts and Guidance notes issued as per the law of the land.

Action: If you are offered a gift that has a value over the Acceptable Limit, you are required to disclose the receipt of the gift in the Gifts Disclosure Tracker and hand over the gift to FLM team.

Gifts and entertainment FAQs:



Is it ever OK to accept a gift or business courtesy from a customer?



Suppose I am offered a gift that I feel I should not take, but it would be embarrassing to refuse...what should I do?



You should never say or do anything which suggests that gifts are necessary for a customer to receive the same prices or excellent service as anyone else. In some cases, routine business courtesies are appropriate.



Therefore, the gift guidelines call for good judgement and disclosure. Each situation can be very different. You should always feel free to decline a gift and return it with a thank you note. If you aren't sure if it is inappropriate, inform your line manager or If you aren't sure if it is appropriate, inform your line manager, HR Business Partner or write to ethics.queries@birlasoft.com to seek guidance.

Refer to: *Business Gifts and Entertainment Policy*



Compliance of laws and regulations

Our commitment: Adherence to all local laws in the countries that we operate in as well as laws governing international relations and business.

Our responsibility: Complete fairness and transparency.

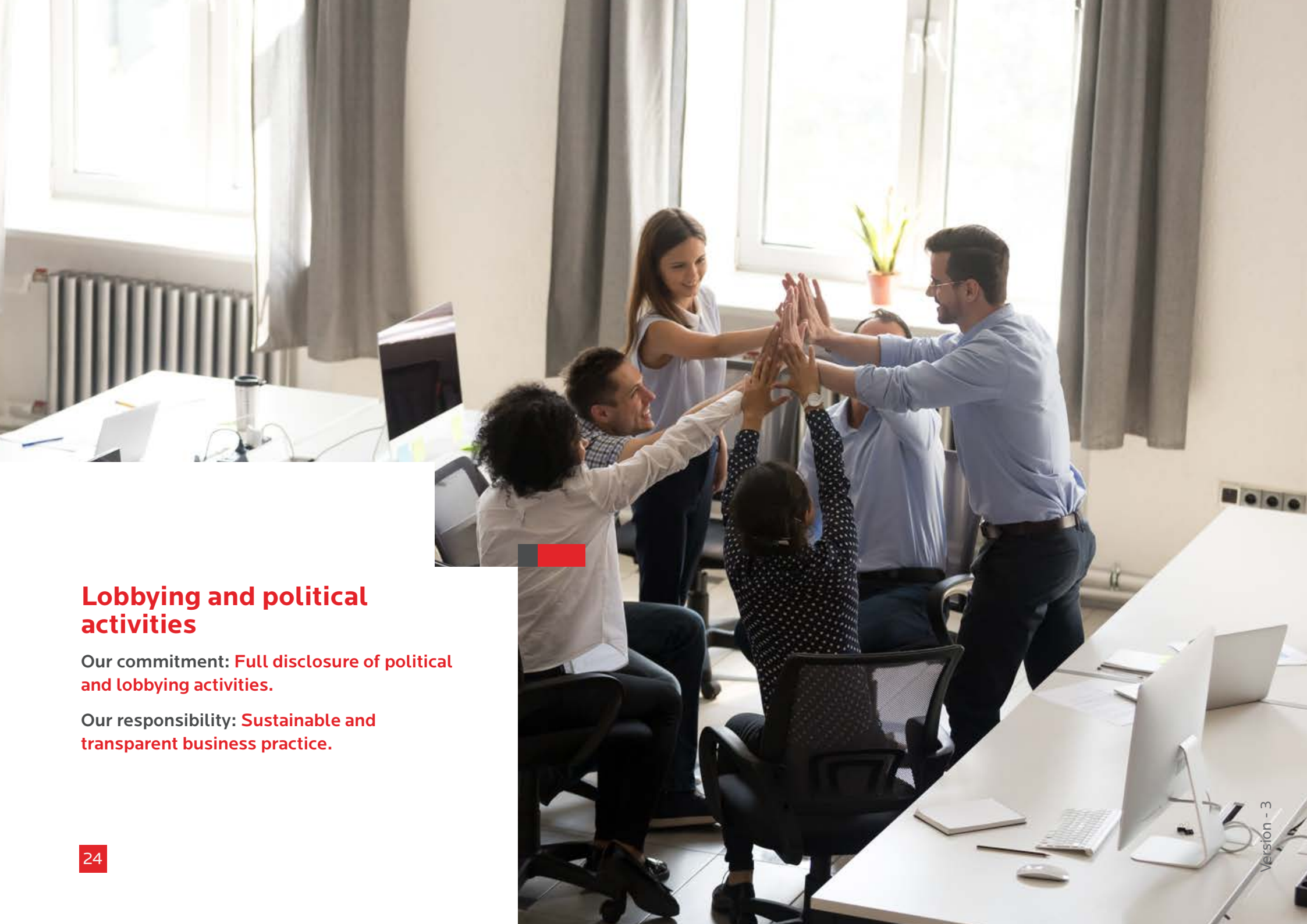
Directions:

- Being responsible to get our self-acquainted with the all the applicable laws of land.
- Seek expert advice if in doubt as ignorance of law is not an excuse.
- Desist from violation of any applicable laws and its associated rules, regulations at the location of operation.

We are committed to complying with all the applicable Civil & Criminal Laws and its associated rules, regulations of the countries that we operate including but not limited to Anti-Bribery & Anti-Corruption Laws, Banking Laws, Real Estate Laws, Labor & Employment Laws, Privacy Laws, Information Security Laws, Money Laundering Laws, Data Security Laws, Cyber Security Laws, Intellectual Property Laws, Human Rights Laws, etc. Take responsibility for making oneself acquainted with the laws that apply to our jobs and job location whereas seeking expert advice if in doubt.

Caselet

- Q** Bob is a new hire at XYZ company. He was hired for an onsite client project requiring him to relocate to a country where the client is located. Bob is going through various documents to understand the rules and regulations of the country and the client's company to ensure he adheres to them. Do you think Bob is doing the right thing?
- A** Yes, Bob did the right thing. Each and every employee must adhere to the laws and regulations of the countries they are operating in.



Lobbying and political activities

Our commitment: **Full disclosure of political and lobbying activities.**

Our responsibility: **Sustainable and transparent business practice.**



Directions:

01

Never pressurize or influence any employee to support or oppose any of the political leader or member.

02

Employees should not indulge in conflict of interest with their duties to Birlasoft, while supporting or campaigning for any political party.

03

Lobbying activities or Government contacts on behalf of the company should be conveyed to the Board Members of Birlasoft Limited.

04

The individual opinion of employees on any political leader or party should not be viewed as those of Birlasoft.

Employees, associates, or contractors, whose work involves communicating with the government officials or the Member of Legislative Assembly (MLA) must have prior written approval from Head GRC.

The background of the slide is a dense, overlapping collage of various US dollar bills, including \$100, \$20, and \$10 denominations. The bills are scattered across the entire page, creating a textured, financial-themed backdrop.

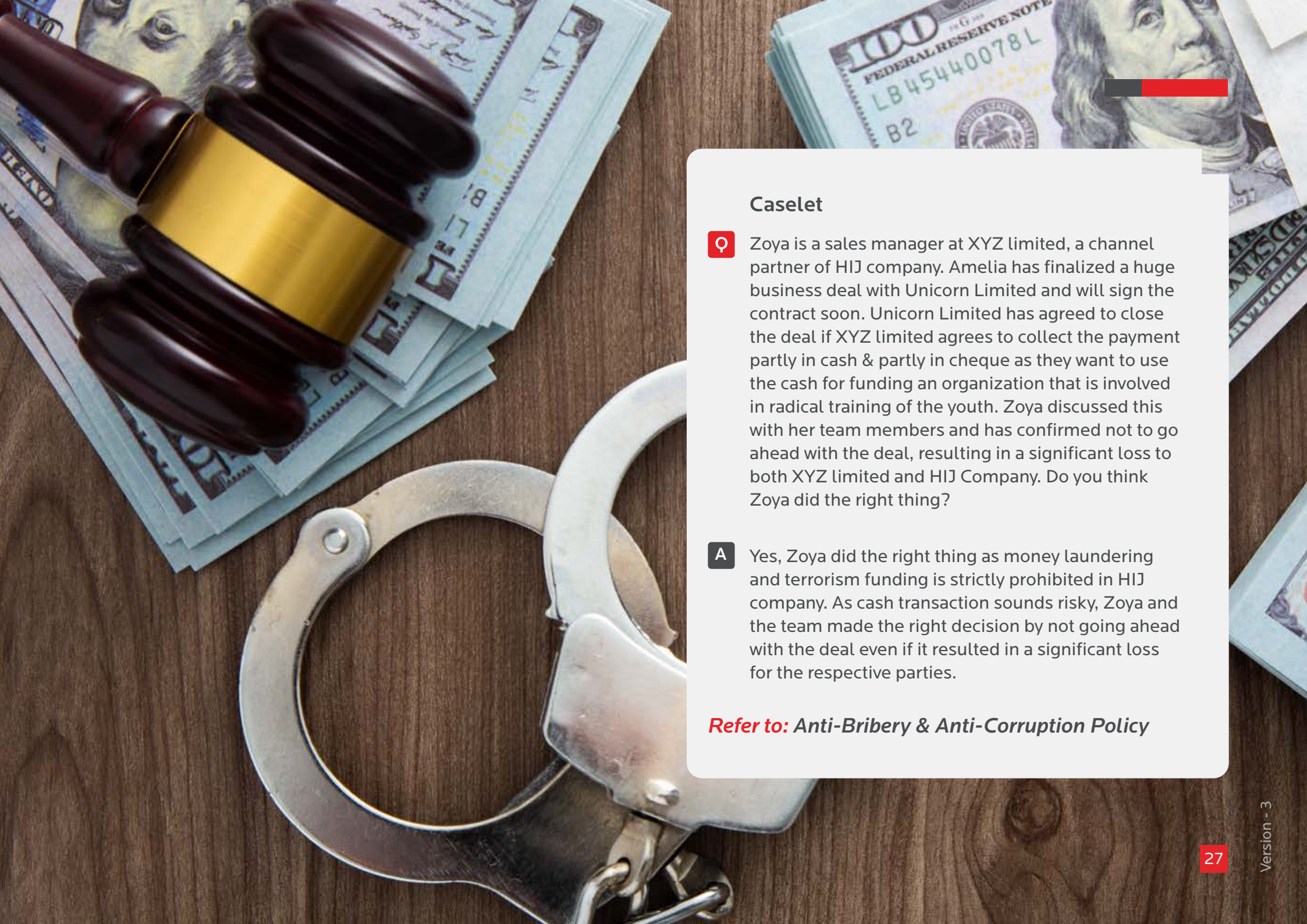
Money laundering and terrorism funding

Our commitment: Sound management of risks involved due to money laundering and financing terrorism.

Our responsibility: Management and mitigation of risks related to money laundering and terrorism funding.

Directions:

- Money laundering occurs when any person gets directly or indirectly involved in any activity or process which includes concealing the origin of money, often obtained from illicit activities such as trafficking, drug, corruption or gambling by converting it into a legitimate source.
- Terrorism financing occurs when the resources or money is made available to the criminal for confiding the terror activities or to support the terror organization. It involves solicitation, provision of funds or collection with the intention to support terrorism.



Caselet



Zoya is a sales manager at XYZ limited, a channel partner of HIJ company. Amelia has finalized a huge business deal with Unicorn Limited and will sign the contract soon. Unicorn Limited has agreed to close the deal if XYZ limited agrees to collect the payment partly in cash & partly in cheque as they want to use the cash for funding an organization that is involved in radical training of the youth. Zoya discussed this with her team members and has confirmed not to go ahead with the deal, resulting in a significant loss to both XYZ limited and HIJ Company. Do you think Zoya did the right thing?



Yes, Zoya did the right thing as money laundering and terrorism funding is strictly prohibited in HIJ company. As cash transaction sounds risky, Zoya and the team made the right decision by not going ahead with the deal even if it resulted in a significant loss for the respective parties.

Refer to: Anti-Bribery & Anti-Corruption Policy

Pillars of commitment@Birlasoft

2 Commitment to workplace



Maintain work ethics

Our commitment: **Promoting a culture of trust, fairness and discipline.**

Our responsibility: **Reaping the positive benefits and improved outcomes of ethical behavior.**

Directions:

- Focus on job goals / objectives / output standards.
- Follow specified system and procedure in all aspects of their job.
- Do appreciate that the facilities and equipment provided in the workplace are meant to promote your functional efficiency and effectiveness.
- Avoid and discourage gossip, loose talk and rumors, especially pertaining to company affairs, policies, procedures or your fellow employees.
- Promote the spirit of teamwork.
- Mutual respect for every individual, both within the organization and outside, must be learnt and nurtured by all.
- Proper process should be followed for signing any contract on behalf of organization.
- No harassment or discrimination on the ground of gender, race, age, ethnicity, nativity, language, nationality, disability, color, religion, marital status or anything else. All business decisions should be on merit basis.

Refer to: *Secure Workplace Policy*





Workplace harassment

Our commitment: Committed to maintain workplace civility.

Our responsibility: Prevention and having multiple reporting channels to facilitate complaints.

Directions:

- Speaking out when a co-worker's conduct makes others uncomfortable.
- Demonstrate professionalism at the workplace.
- Promote a positive attitude towards policies designed to build a safe, ethical and professional workplace.
- Speak up if faced with any form of workplace harassment. Report all sexual harassment incidents to securedworkplace@birlasoft.com for fair investigation and ensuring justice.

Birlasoft is committed to maintaining a workplace where each employee's personal dignity is respected and protected from offensive or threatening behavior including, but not limited to violence.



What constitutes harassments?

- Intimidating or threatening behavior that could be physical, verbal or visual is not acceptable where the purpose is to create an offensive or hostile environment.
- Request for a date, a sexual favor, or other similar conduct of a sexual nature that is unwelcomed.
- Carrying weapons at the workplace, parking lots, guest house or any other alternate working premises.
- Causing physical injury to any of the employee.

Caselet



Michael, Linda, William, and Lisa are in the cafeteria eating their lunch and making some jokes. Michael jokingly tells Lisa that he preferred the dress she had worn yesterday as that highlighted her curves better. Lisa told him it was an inappropriate comment, and she was uncomfortable with such discussions. Michael laughs it off and asks Lisa to lighten up as he was only joking & it was nothing serious. However, this conversation made both Lisa and Linda uncomfortable. Excusing themselves from the table they left. Since Michael was only joking, does it constitute workplace harassment?



Yes, this constitute workplace harassment because any inappropriate comment, even if it was meant to be a joke, is unwelcome and constitutes workplace harassment.

Refer to: POSH Policy / Secure Workplace Policy

Diversity, Equity and Inclusion

Our commitment: Provide equal and similar opportunity to each employee without any bias or discrimination so that it empowers each employee to deliver their best.

Our responsibility: Addressing the persistent challenges and harms of discrimination and oppression in the working environment.



Directions:



Birlasoft undertakes that it will not discriminate any employee, customer, visitor or any individuals or body corporate on the basis of caste, color, creed religion, place of birth, or nationality.

Merit will be the prime consideration in all its dealings and engagements.

Refer to: Diversity, Equity and Inclusion Policy

Caselet

Q Michael is new to the recruitment team. He is handed the task to scout for an accounts executive. He shortlisted two resumes-Harry and Zoravar. Harry lost his legs in a road accident a couple of years back, he is brilliantly sharp-minded and intelligent. He scored A grade throughout his academics. Zoravar is average in academics, plays soccer, is physically fit, and carries a strong recommendation letter. Michael shares his dilemma, his peer influences him to hire Zoravar as he is physically fit. Michael discusses the concern with his manager and finally selects Harry for the position. Do you think Michael made the right decision?

A That's correct, Michael has taken the right decision. Birlasoft is an equal-opportunity employer and does not discriminate against anyone. The selection process of any kind is purely based on merit.

Health & safety

Our commitment: **Health and safety protocols for employees.**

Our responsibility: **Ensure all health and safety measures are undertaken.**

Directions:

- Act responsibly to protect self and others from any health and safety hazards.
- Maintain hygiene in and around the workplace.
- Be aware of Emergency Response Team (ERT) member of your office.
- Notify ERT any situation that could pose a threat.
- Display and swipe your I-card when entering and exiting office premises.
- Don't get involved or encourage tail gating.

Employee's wellbeing is indispensable at Birlasoft. We operate facilities with the necessary permits, approvals, and controls that are designed to protect health and safety of its employees.

Refer to: *EHS Policy*





Drug, alcohol & smoking

Our commitment: Establishing rules and consequences to prevent illegal substances.

Our responsibility: Action plan for handling the cases against drug / alcohol abuse.

Directions:

- Not to report to work while under the influence of, or impaired by, alcohol or illegal drugs or substances.
- Notify manager if any associate found under the influence of drugs and alcohol in workplace.

Use, possession, selling, transfer, manufacture, distribution, of banned drugs, psychotropic substances, tobacco or alcohol within the company workplace premises at working or non-working hours is strictly prohibited. We owe and assure a smoke free environment for our employees. The entire office premises which includes toilets, conference rooms, lobbies, are declared as “No-Smoking Zones” barring some designated places as “Smoking zones”.

Anti-violence

Our commitment: **Creating a supportive and non-violent workplace.**

Our responsibility: **Creating an action plan, share it with employees and practice it.**

Directions:

- Not to carry any weapons, illegal firearms, or explosives to Company premises.
- Not to engage in any act in Company premises that can make others feel threatened or unsafe.
- Inform local FLM lead immediately, if anybody found in suspicious circumstances.

Birlasoft fosters an environment where people feel safe and are always treated with respect and professionalism. We never engage in or tolerate any form of violence or bullying.



3 Commitment to stakeholders



Business associates and suppliers

Our commitment: There is no way to succeed in business without the highest ethical business standards with associates and suppliers.

Our responsibility: Adhere to Birlasoft's COBEC, business principles and processes.

Directions:

- Never engage in fraud or deceptive activities to obtain business.
- Ensure that transactions are not leading to money laundering, illegal trade, boycotts, or any prohibits.
- Complete, factual, and truthful statements about the Company and its services are issued.
- We must procure goods and services that best contribute to the long-term well-being of the Company.
- Supplier selection should be based on competitive price, quality, delivery, service, reputation, environmental, and business practices.
- Terms and conditions of agreements with all our stakeholders should be honored.

Refer to: *Global Supplier Management Policy*





Investor relations

Our commitment: Treating the investors with equal respect, providing unbiased, correct, relevant, transparent and non-Unpublished Price Sensitive Information (UPSI) information which would help them in better understanding of the Company.

Our responsibility: Managing communication between the investors (all category) and the corporate management.

Directions:

- Birlasoft believes in respecting the rights of the investors, always helping them, responding to their observations and resolving their queries.
- No information shall be made available to any group of investors that places them at an advantage over the other group of investors. No UPSI to be shared to any investor on a selective basis.

In case of any violation or misconduct report to the Geo HR or Head GRC.



Building trust of clients

Our commitment: It is imperative to have a healthy relationship with our clients.

Our responsibility: Greater loyalty, advocacy and engagement with the clients.

Directions:

- We believe in trusting and respecting our clients with honesty.
For example - If we schedule a meeting at 1 pm, be respectful of their time. If we promise them to provide a solution by end of the day, make sure it's in their inbox by that time.
- Confessing our mistake and correcting them ethically shows that we have the client's best interest in mind.
- We provide the best solutions to our clients within the required timeframe with best quality.

Fair Dealings:

At Birlasoft, we believe in dealing fairly with our customers, clients, suppliers, competitors, partners or with anyone whom we interact with in office. We should avoid and not take undue advantage of anyone by means of concealment, misrepresentation, misconduct, manipulation, abusive behavior or any other unfair dealing.

Caselet

- Q** Steve and Tim are working on a client fulfilment project. During the project, they noticed the issue that could have resulted in huge losses for the client. The team, which worked on the plan of the project missed assessing this risk. Both of them worked hard and resolved the issue. On completing the project successfully, they submit a final report. The report does not include the deviation since it didn't impacted the project or the client. Do you think this action is justified since there was no significant setback?
- A** This action is incorrect. Steve and Tim should have informed the client. We must be committed to having a healthy relationship with its clients by building trust. Confessing and correcting mistakes ethically reflects the client's best interest and fosters a healthy relationship.



Environment and community

Our commitment: **Encourage the employees to serve the community in need and give back to the society.**

Our responsibility: **Respect regulatory framework for community initiatives.**



Directions:

- Our operations release less toxic waste.
 - Every possible effort should be made to maintain ecological balance.
 - Strive to uplift under-privileged communities by volunteering for capacity building and skill development.
 - Seeks to leverage its IT strength, global presence and strong employee base to delivery its social programs efficiently and effectively.
 - Encouraging everyone to help the environment and community by contributing through volunteering programs.
 - The process with external stakeholders to be carry forward in eco-friendly manner, starting from the due diligence of the vendor to the end of the project in a way which is not harming environment.
 - We are taking up all the projects in compliance to the law and checking that all the deliverables are met, and fund is being reaching to the community without any fraudulent act.
 - To ensure that CSR initiatives are in line with statutory norms defined in schedule VII of the Companies Act 2013. Outside India, CI selection will be based on local community's needs and in consonance to vision & strength of Birlasoft Limited.
 - The CSR Annual Report, web link of the Policy along with salient features of the Policy, composition of CSR Committee and details of change (if any) during the financial year, shall be disclosed in the Board's report.
- Birlasoft commits that all our operations and services meet regulatory requirements, protect environment and work for the upliftment and betterment of the communities.

Refer to: CSR Policy



Insider trading and unfair trade practices

Our commitment: No person shall directly or indirectly deal with Birlasoft Limited shares and securities in a manner which violates insider trading regulations and policies.

Our responsibility: Ensuring that employees comply with insider trading laws and policies.

Directions:

- Do not engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities of the Company which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the SEBI Act or the rules and the regulations made thereunder.
- No person should disclose material non-public information to anyone outside the Company, including family and friends, and ensure that we do not trade in the shares of the Company.
- The Designated Persons intending to deal in the shares of the Company have to ensure that they comply with the provisions of this Code with respect to pre-clearance, disclosure of trade, etc.
- Birlasoft's Code to Regulate, Monitor and Report Trading by Designated Persons in Securities of Birlasoft Limited is in place which must be adhered to as defined.

Caselet

- Q** Emma is part of the leadership team at Birlasoft. Her role gives her access to a lot of inside information about the organization, future plans, challenges, immediate concerns, etc. Her brother Joseph has purchased some shares of Birlasoft and is contemplating buying some more shares of high value. During one of their family get together, Joseph casually brings up Birlasoft and checks how the company is doing and what the future plans are. Emma explains the five-year plans of the organization and how it is an exciting time for all involved. Equipped with this information, Joseph goes ahead and purchases a bulk of the shares at Birlasoft. Since Emma did not give out the information on Birlasoft with the intent of helping Joseph profit, do you think she was right in her actions?
- A** Emma shouldn't have shared the information with Joseph. Employees in possession of unpublished price-sensitive information are under an obligation to handle such information with care and to deal with such information when transacting their business strictly on a need-to-know basis, in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. No Birlasoft employee shall communicate, provide, or allow access to any unpublished price-sensitive information, relating to the company, to anyone except where such communication is in furtherance of legitimate purposes, the performance of duties, or discharge of legal obligations.

Refer to: Insider Trading Policy

A close-up photograph showing a person's hands. One hand holds a magnifying glass over a document, while the other hand holds a pen, ready to write. The document appears to be a financial statement or ledger with various columns and numbers. The background is blurred, showing more papers and a desk.

Audit and investigation

Our commitment: **Maintaining the truthfulness and fairness of the financial records.**

Our responsibility: **Providing the oversight of financial reporting audit process.**

Directions:

- We cooperate fully and communicate honestly with the company's external auditors or other auditing agencies, while undergoing the process of audit or internal investigation.
- For legal proceedings or government investigation, we may be asked to share the documents, meet the lawyers or regulators, in such case we should immediately contact our line manager and inform the Legal Department for guidance.

Refer to: Code of Conduct for Fair Disclosure Policy



Record, books and public disclosure

Our commitment: Provide protection to both the Company and its Associates.

Our responsibility: Creating, gathering and maintaining the records for audit and reporting.

Directions:



Accounts, bills, internal memos, and other documents and records pertaining to negotiations with third parties, such as service users, suppliers, and business contacts, must be prepared and maintained with strict accuracy and completeness.



There must be no "off-book" accounts to enhance or conceal kickbacks.



The records should be managed and secured properly throughout the life cycle and should be in compliance with the accounting, regulatory, legal and business retention requirements.



In case of misleading in the company's records, books or disclosures we must immediately report it to the Head GRC.

4 Commitment to company's assets and information



Protecting the Intellectual Property (IP)

Our commitment: **Being aware of all the Intellectual Property Rights.**

Our responsibility: **Protecting the Intellectual Property through trademarks, patents, and copyrights.**

Directions:

- We should be cautious while promoting or preparing advertisement, using the printed material or name of any other company.
- Only the licensed software by the publishers to be used on company's software or to perform any company work.
- We should promptly disclose to Company any works, inventions, or developments we create to obtain legal protection over them.
- We protect the Intellectual Property of our clients and company as it is one of the vital business assets. We must use our Intellectual Property focusing on protecting valuable assets like patents, trademarks, copyrights, logos, brand, service masks, etc.
- It is important to ensure the rights to all IP created during the course of employment are assigned to and are the property of the Company.





Information security and data protection

Our commitment: **Committed to information security and data protection.**

Our responsibility: **Protection of personal and professional information.**

Directions:

- Ensure that you have a lawful basis for collecting and giving personal data.
- Verify the identity of any person making a request for personal data and ensure they have a need to know.
- Contact the Data Protection Officer at Privacy@birlasoft.com if you need to share personal data without consent.
- Participate in induction, training and awareness raising sessions on privacy issues.

Refer to: Data Protection Policy, Privacy Policy and Privacy Notice

Keeping client's information confidential

1 All employees (including contractors) of Birlasoft should keep all information, reports, data related to employees, customers or management strictly confidential.

2

Do not share your system login / email / data / password with anybody, including your team members / supervisors, under any circumstances.

3 Always **remember** your password. Do not store your password in your PC, or in web browser or write it on any notepad to avoid misuse or unauthorized access.

4

Always **lock** your computer while away from your workstation.

5 Installation of any software / hardware / unauthorized data, including anything provided by client, must be done through the IT team only.

6

It is strictly **prohibited** to bring any personal items to office, such as laptop, USB Card, CD, Camera, etc. without prior written approval from IT Head / IS Head.

7 Violation of any IT and Infosec policy or process will invite disciplinary action as per policy.

Refer to: Information Security Policy and Access Management Policy

Clear desk policy

This should be followed to ensure that all documents containing client data are stored securely (for example, in a locked filing cabinet, locked drawer or locked storage room etc.). Employees who fail to adhere to the clear desk guidelines are dealt with appropriate disciplinary action, including taking possession of such documents and reporting it to Manager or InfoSec for appropriate action.

Employees are given access to secure printing so that they print any document responsibly and do not leave anything on the printer desk unattended.

- Client Confidential and restricted documents are kept secured (in locked drawers) when not in use and destroyed when not needed.
- All Project Managers to monitor and ensure that such documents are not left on workstation or desk when employees leave their desk.
- Any exceptions to the above Policy will have to be approved by Head of FLM department.

Refer to: Physical Security Policy

Assets protection

Our commitment: Committed to providing security and safety to company's inventory.

Our responsibility: Avoiding loss, damage, theft, improper or unauthorized use of assets.

Directions:

- Use of company assets for legitimate business purposes.
- Incidental use of company assets is permitted, make sure there is no adverse impact COBEC policy.
- Comply company's password protection guidelines.
- Immediately report center FLM on theft, embezzlement, or misappropriation of any company property.
- Birlasoft's employees are personally responsible for safeguarding, securing, and protecting the Company's assets from theft, destruction, damage misappropriation, wastage, and abuse.

What counts in company's assets?

Company Property, Intellectual Property, Working hours of employee, Proprietary information, Corporate opportunities, Company equipment and Company funds.

Refer to: *Software Governance Policy, Physical Security Policy and Software Asset Management Policy*



Ethical and responsible usage of social media

Our commitment: **Ethical and Responsible behavior on social media while quoting Birlasoft.**

Our responsibility: **We believe in being responsible, communicating clearly and transparently.**

Directions:

- Ethical and responsible usage of social media and online forums, including all social media platforms and related attributes like blog sites, vlog sites, video platforms, Quora, Wiki links, discussion forums, recruitment boards, incognito forums, and other opinion-generating blogging and networking platforms.
- Only company authorized persons are allowed to post or publish anything on behalf of Birlasoft or having specific reference to Birlasoft business. In case of doubt, contact Head of Marketing before publishing.

Refer to: *Social Media Policy and Website Management Policy*



Caselet

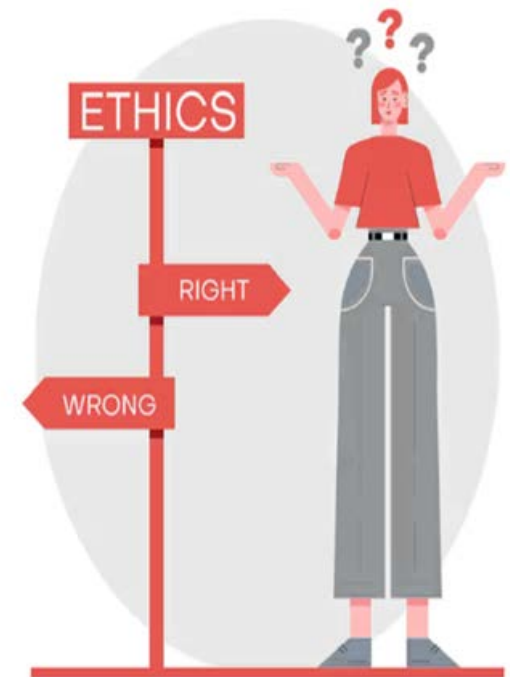
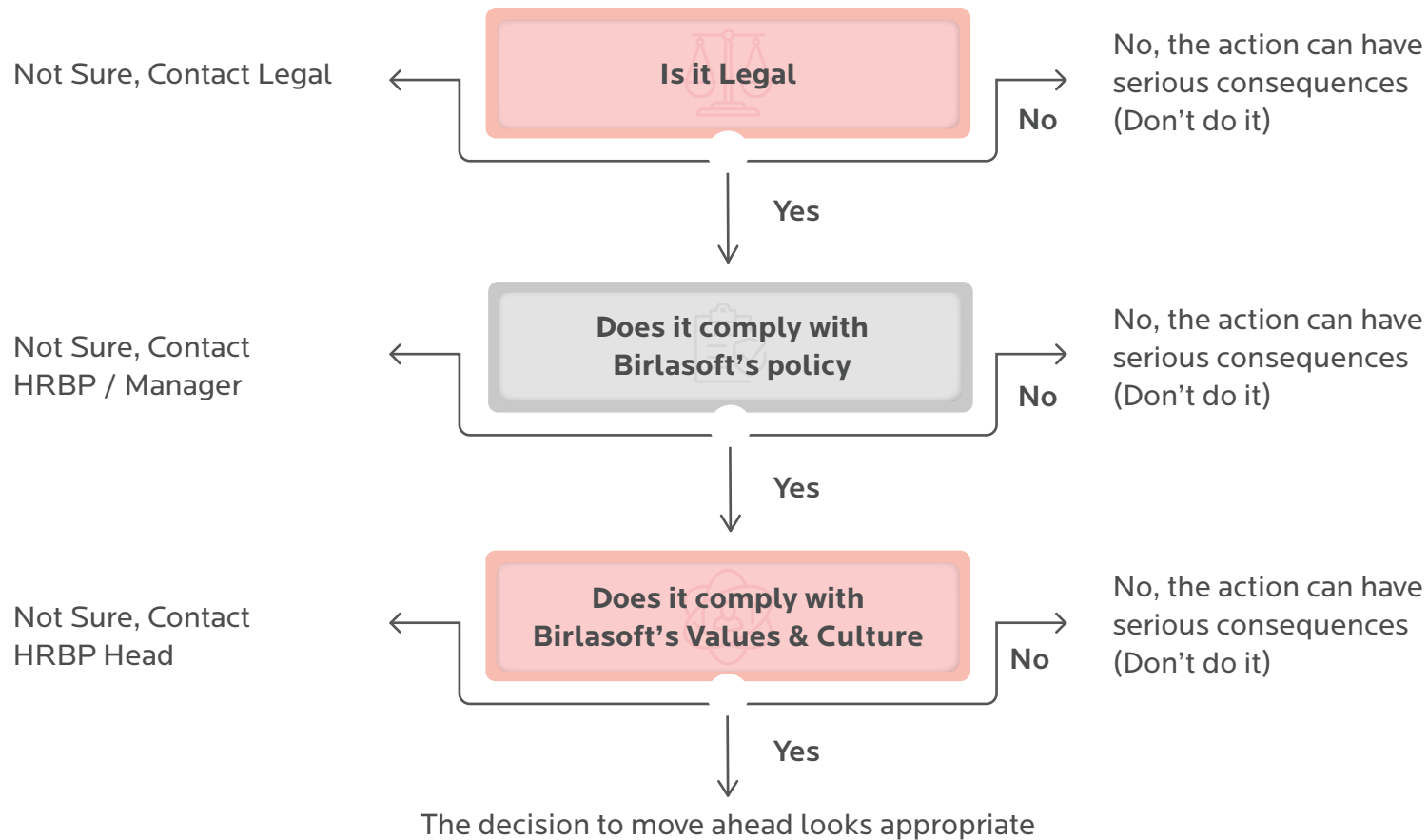
Q Bob was recently found posting some offensive messages toward someone with a different opinion. The HR team found this message, and he was asked to leave. People in his team felt the punishment was very harsh given that he has been a top performer consistently; hence they could have just warned him and let it go. The HR team, on the other hand, feels that every employee is a brand ambassador of the organization, and they should be responsible for how they project themselves in public. Unruly digital / social behavior can impact the company's image negatively. Do you think the HR team was right in their decision?

A Yes the HR team did the right thing. Employees should be aware of ethical and responsible usage of online forums, including all social media platforms and networking platforms.

Administrrating the code of conduct in Birlasoft and reporting violations



Ethical Dilemma



Refer to: *Whistleblower Policy*

Where to report?

Raise questions and concerns with



Is it safe to report?

Retaliation is prohibited

Birlasoft prohibits retaliation or retribution against any employee for cooperating in an investigation or for making a complaint. Retaliation or retribution for cooperating in or filing a complaint is illegal and is grounds for strict disciplinary action. If you feel you have been retaliated against, you should contact Human Resources team or Head - Governance Risk & Compliance.

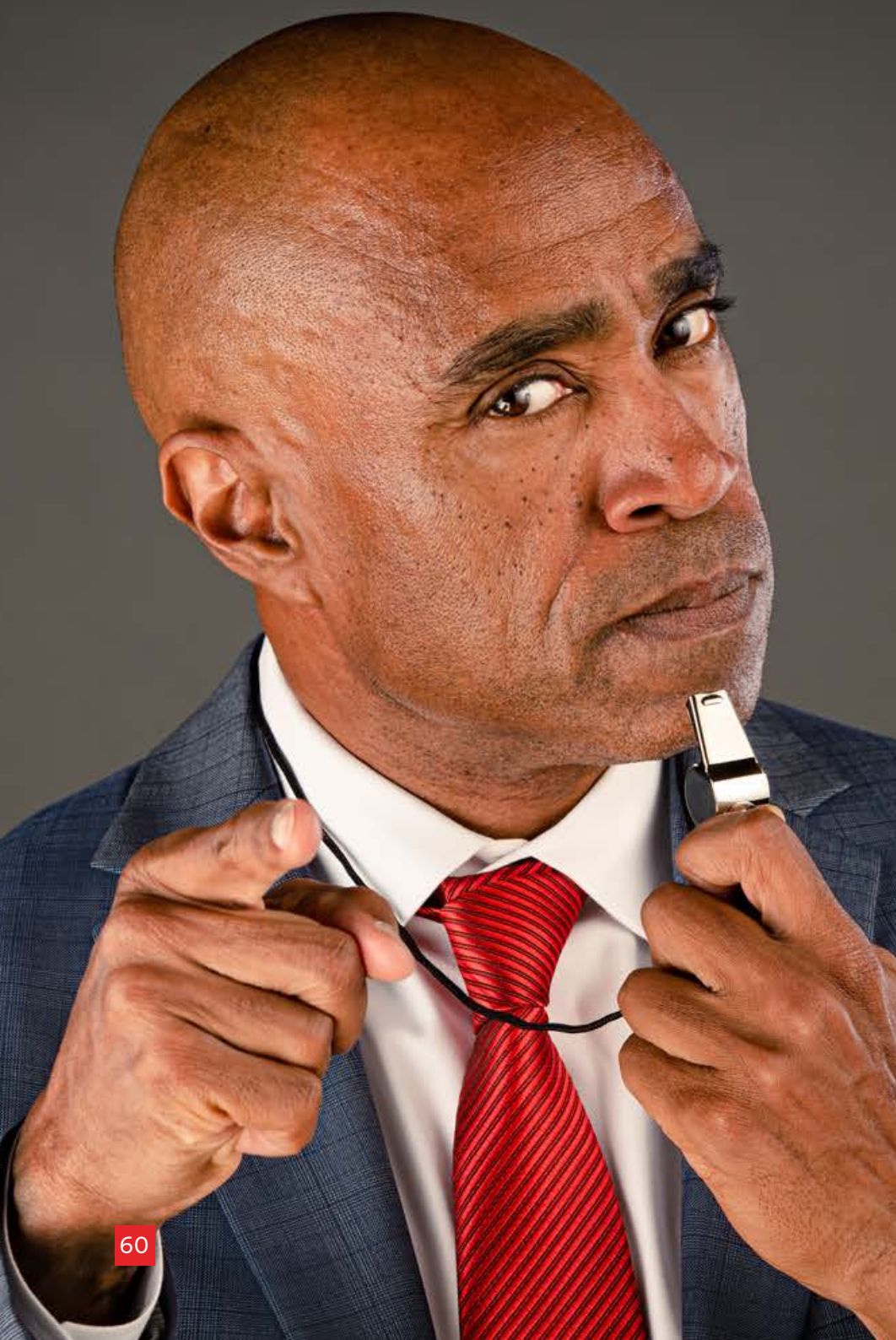
Refer to: Grievance Redressal Policy

How my concern will be addressed?

It is the duty of Birlasoft to immediately report any potential or suspected violations of Code of Business ethics and conduct to Head - Governance Risk & Compliance (Designated Authority) for investigation through any of the channels mentioned below:

- Email Complaint to **whistleblower@birlasoft.com**
- Written Complaint to the following address: The GRC Head Birlasoft Limited, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India.
- The Chairman of the Audit Committee is the Ombudsperson under Whistleblower Policy.
- A report can also be made to the immediate supervisor (in case there is no potential conflict of interest) or made to any other official in Birlasoft whom the reporting employee can expect to have the responsibility to review the alleged unethical activity.





Whistleblower policy

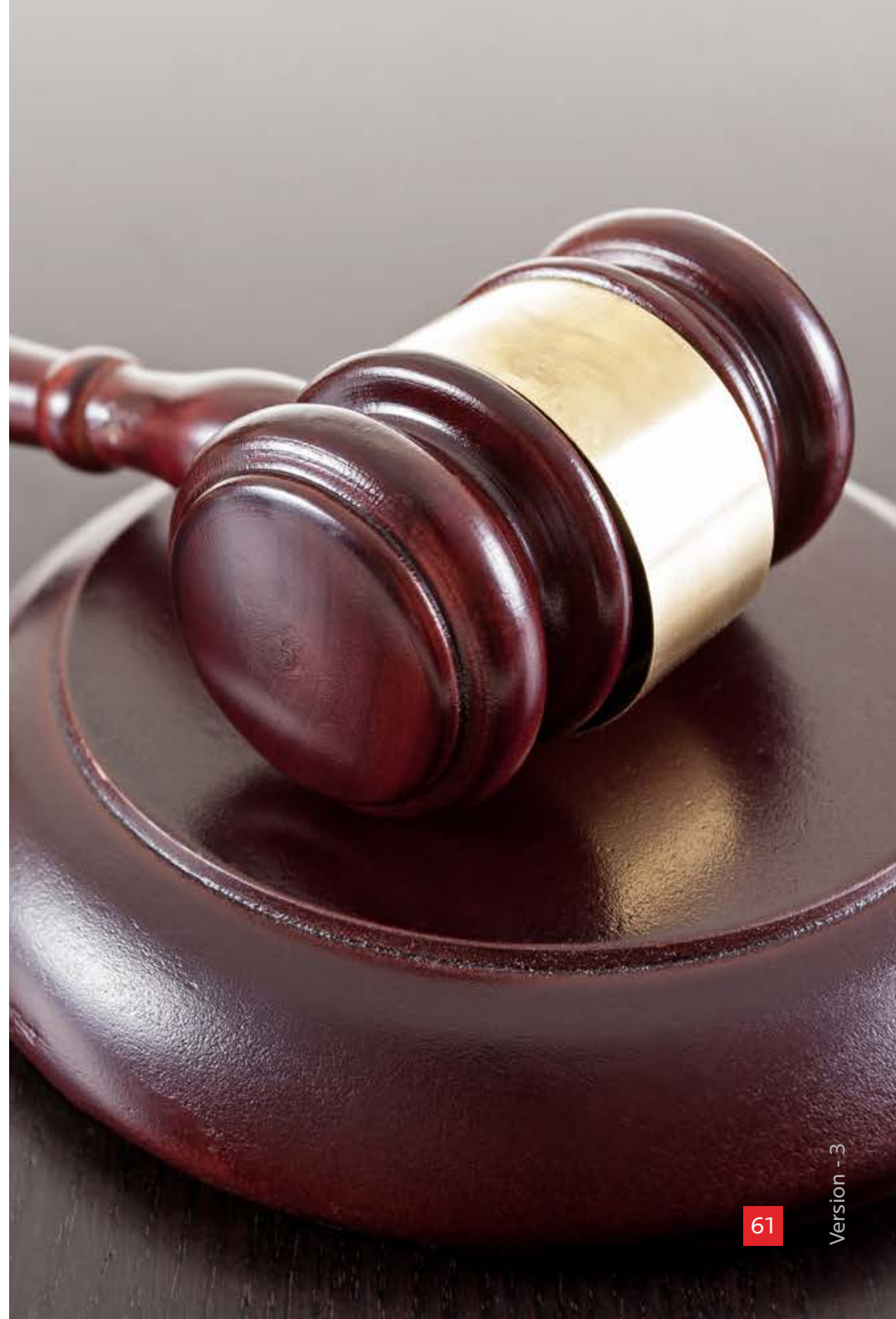
You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Head GRC or write to ethics.queries@birlasoft.com

Refer to: Whistle-Blower Policy

Disciplinary action

Birlasoft shall not tolerate acts of indiscipline by its employees or third-parties. Employees violating the Code or company policies shall face appropriate disciplinary action per the Disciplinary Actions Policy of the company. Violation of Code by third-parties shall be dealt as per the agreement and/or law of the land.

Refer to: Disciplinary Action Policy



Waivers of the code


We must strictly adhere to commitments and the responsibilities mentioned in the Code of Business Ethics and Conduct policy. Any exceptions should be appropriately witnessed and approved within specific guidelines and limited circumstances by CHRO of Birlasoft.



Duties of independent directors

Independent Directors of the Company, shall, in addition to other duties provided in this code and those prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, also have the following duties:

- i. To undertake appropriate induction, regularly update, refresh their skills, knowledge and familiarity with the company.
- ii. To seek appropriate clarification or amplification of information as and when necessary.
- iii. Take and follow appropriate professional advice and opinion of outside experts at the expense of the company.
- iv. To attend all meetings of Board of Directors and Board committees of which they are a member.
- v. To participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- vi. To strive to attend the general meetings of the company.
- vii. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board. In case they are not resolved, Independent Director must insist that their concerns are recorded in the minutes of Board meeting.
- viii. To keep themselves well informed about the company and the external environment in which it operates.
- ix. Not to unfairly obstruct the functioning of Board or committee of the Board.
- x. To pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions. Also ensure that the same are in the interest of the company.
- xi. To ascertain and ensure that the company has an adequate functional vigil mechanism. Also ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- xii. To report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- xiii. To act within his/her authority, to assist in protecting the legitimate interests of the company, shareholders, and its employees.
- xiv. Not to 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.



Acknowledgement by employee

I have read and understood the Company's Code of Business Ethics and Conduct. I understand the standards and policies contained in the Company Code. I also understand that there may be additional policies or laws specific to my job and/or the country of my posting, I will ensure that I adhere to them as well in letter and spirit. I further agree to adhere to the values of the Company and its COBEC in all that I do.

Please sign and return this form to the Human Resources Department.

Employee Name:

Signature:

Employee ID.:

Date:

Appendix 1: Glossary

1. **Line Manager:** Line Manager means an employee who is responsible for managing one or more members of staff and evaluates the contribution, performance and development of employees. He directly reports to the Vice President or Manager of the Department.
2. **Contractual Partners:** Contractual Partners are those who are subject to or part of a contract. There is a written legal agreement between an employer and an employee, giving all the details related to working hours, pay, etc.
3. **COBEC:** It is defined as a set of guidelines which are intended in the organization to ensure that the business and its employees act with integrity and honesty in all their day-to-day activities. COBEC policy is reviewed by Ethics & Compliance function or Head GRC.
4. **Bribery:** It refers to any offering, soliciting, and favor, giving or receiving of any item value in order to influence the actions of an official or person who is holding a public or legal duty. It is anything of value, including gift or entertainment, hospitality or personal gratification in order to influence someone to obtain or retain business or to secure benefits.
5. **Corruption:** It is a form of dishonesty or a criminal offense which is undertaken by a person or an organization which is entrusted in a position of authority, in order to acquire illicit benefits or abuse power for one's personal gain. Corruption may involve many activities which include bribery, influence peddling and the embezzlement and it may also involve practices which are legal in many countries but illegal in many other countries. It may be interpreted and mean to include all the activities prohibited under the prevention of corruption laws in the specific countries of operation.
6. **Lobbying:** Lobbying means communicating with the Government Officials in the Legislative or Executive branch in order to influence administrative actions or a ballot issue. It includes meetings and negotiation with Government representatives to influence the details of a bill.
7. **Gifts and Entertainment:** These are the common legitimate business practices or expenses which are incurred to build good relationship with the stakeholders, clients or customers. They are used to strengthen the working relationship and build goodwill among the business associates.
8. **Diversity, Equity and Inclusion:** Diversity is all about differences, equity means providing the equal access to each of the employees and Inclusion means fostering the environment of empowerment in the employees.

Diversity: It means all the employees are different in their own way, like their age, gender, religion, race, ethnicity, physical ability and marital status.

Inclusion: It means building a welcoming, supportive, respectful and inclusive environment where each employee is motivated to contribute and participate.

Equity: It focuses on providing fair treatment and equal access for everyone in the organization without any barriers. It promotes impartiality and justice to employees.
9. **Harassment:** It means any unwanted behavior (physical or verbal) that makes a person humiliated, uncomfortable or mentally distressed. For example, derogatory jokes, offensive behavior, pressure for dates or sexual favors, unwelcome comments, etc.
10. **Workplace Civility:** Workplace civility is there in those organizations where employees are respected and considerate in their interactions with each other, clients, stakeholders and customers.
11. **Insider Trading:** It refers to the practice of selling or buying a publicly traded company's securities or trading of a company's stocks (securities like bonds or equity) by an employee who has access to exclusive information.
12. **Auditing:** It means formally examining the accounts / financial situation of the organizations or individual. It reviews whether the financial position of the organization reflects the information present in the financial report or not.
13. **Intellectual Property:** It refers to creations of the mind, such as inventions; literary and artistic works; designs; and symbols, names and images used in commerce. It is a set of intangible assets owned and legally protected by a company or individual from outside use or implementation without consent. A category of intangible rights protecting commercially valuable products of the human intellect. The category comprises primarily trademark, copyright and patent rights but it also includes trade-secret rights, industrial design, semiconductor integrated circuit layout design, geographical indication, etc.

Appendix 2: Glimpse of our commitments

Pillars of Commitment	Do's	Don'ts
1. Commitment to Ethical Business Standards	<ul style="list-style-type: none"> a. Avoid conflict of interest situations whenever possible. b. Every employee must comply with Anti- Bribery & Anti-Corruption policy. c. Adherence to all relevant laws in the countries that we operate in. d. Lobbying as a sustainable and transparent business practice. 	<ul style="list-style-type: none"> a. Accept a payment / gift / hospitality from any third party for the business advantage. b. Engage in any activity that is related to breach. c. Indulge in money laundering or terrorism funding. d. Referring customer to another business where employees have financial interests.
2. Commitment to Workplace	<ul style="list-style-type: none"> a. Promoting a culture of trust, fairness and discipline. b. Every employee must have access to the same work opportunities. c. Commitment to maintaining Workplace Civility. d. Upgraded health and safety protocols for employees. 	<ul style="list-style-type: none"> a. Gossip, loose talk and rumors, especially pertaining to company affairs. b. Request for a date, a sexual favor, or other similar conduct of a sexual nature that is unwelcomed. c. Not to engage in any act in Company premises that can make others threatened or unsafe.
3. Commitment to Stakeholders	<ul style="list-style-type: none"> a. Treat everyone with dignity, respect and courtesy. b. Protecting all confidential information against theft and misuse. c. Respect regulatory framework for community initiatives. d. Creating, gathering and maintaining the records for audit. 	<ul style="list-style-type: none"> a. Violation of applicable Government laws, rules and regulations. b. Deal in a fraudulent manner. c. Leaking the confidential information. d. Unpractical measures leading to ecological imbalance.
4. Commitment to Company's Assets and Information	<ul style="list-style-type: none"> a. Being aware of all the Intellectual Property Rights. b. Committed to providing security and safety to company's inventory. c. Be responsible, communicate clearly and transparently. d. Protection of personal and professional information. 	<ul style="list-style-type: none"> a. Unethical usage of social media and online forums. b. Inappropriate usage of personal information. c. Loss, damage, theft, improper or unauthorized use of assets.

Appendix 3: Disclosure and approval matrix

Content	Head GRC		Line Manager		Human Resource	
	Disclosure	Approval	Disclosure	Approval	Disclosure	Approval
Commitment to ethical Business Standards						
Conflict of Interest					✓	✓
Anti-Bribery & Anti-Corruption	✓	✓			✓	✓
Compliance of laws and regulation	✓	✓				
Gifts and Entertainment	✓	✓			✓	✓
Lobbying and Political Activities			✓	✓		
Money Laundering and Terrorism Funding			✓	✓		
Commitment to Workplace						
Maintain work ethics					✓	✓
Diversity, Equity and Inclusion					✓	✓
Health & Safety			✓	✓		
Workplace Harassment					✓	✓
Drugs, Alcohol and Smoking					✓	✓
Anti-Violence					✓	✓
Commitment to Stakeholders						
Business Associates, Suppliers and Customers			✓	✓		
Law & Order			✓	✓		
Building Trust with Clients			✓	✓		
Keeping Client Information Confidential			✓	✓		
Environment and Community					✓	✓
Insider Trading and Unfair Trade Practices			✓	✓		
Audit and Investigation	✓	✓	✓	✓		
Commitment to Company's assets and Information management						
Protecting the Intellectual Property			✓	✓		
Information Security and Data Protection			✓	✓		
Assets Protection			✓	✓		
Social Media Usage for External Communication			✓	✓		
Duties of Independent Directors						
Board of Directors	✓	✓	✓	✓	✓	✓

Refer to: Exception Handling - Approval Matrix

Powering **Progress**

Birlasoft combines the power of domain, enterprise, and digital technologies to reimagine business processes for customers and their ecosystem. Its consultative and design thinking approach makes societies more productive by helping customers run businesses. As part of the multibillion-dollar diversified CKA Birla Group, Birlasoft with its 12,000+ professionals, is committed to continuing the Group's 170 year heritage of building sustainable communities.

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