

Code of Ethics, Conduct & Professional Responsibility Policy

Version 2.0

Code of Ethics, Conduct & Professional Responsibility Policy

DOCUMENT NUMBER	VERSION No.	EFFECTIVE DATE
BS/ORG/001	2.0	31-Jan-2020

REVISION / MODIFICATION HISTORY

SL. No.	Description of Change	Effective Date	Version No.	Reviewed By
1	Members of the Disciplinary Action Committee defined. Process of raising a concern to committee also defined	01-Aug-2011	1.1	Hemant Godbole/ Preeti Sawant
2	Company Name changed	10-Sep-2013	1.2	Hemant Godbole/ Richa Apte
3	Duties of independent directors included in the code. Some other minor changes to bring the code in line with listing agreement (insertion of clause 11)	24-Sep-2014	1.3	Nida Deshpande/ R. Swaminathan
4	Signing of contracts on behalf of the Company without following the necessary process to be formally considered a violation of this Code (insertion of clause 3.8).	14-Oct-2014	1.4	Nida Deshpande/ R. Swaminathan
5	Updating reference of new listing regulation – SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	20-Jan-2016	1.5	Nida Deshpande/ Sneha Padve
6	The clause relating to Fraudulent and Unfair Trade Practices is inserted under the Heading: Buying and Selling Securities, to bring the Code to align it with the provisions of SEBI ESOP Regulations, 2014.	16-Jun-2016	1.6	Nida Deshpande/ Sneha Padve
7	Change of Company Name pursuant to Scheme of Amalgamation approved by NCLT Mumbai Bench, Mumbai. Policy Modification for updation of Values, its definitions, addition of CSR clause	26-Mar-2019	1.7	Sneha Padve
8	Updation of policy with inclusion of new clauses (Message from CEO, Inclusion of duties of Independent Directors, Prevention of Insider Trading, Disciplinary Action Committee details, Conflict of Interest, Social Media Usage, Commitment to Communities, widened the responsibilities of employees, Responsibilities of Implementation, extended the applicability of this Code to members of the Board and Acknowledgement)	31-Jan-2020	2.0	Sneha Padve, Melissa Womack, Asawari Kulkarni, Deepak Dobriyal, Girish Naik, John Bahadur, Siby Joseph

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Birlasoft Limited

(Formerly KPIT Technologies Limited)

Registered and Corporate Office:

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CIN: L72200PN1990PLC059594

1. Message from the CEO

Birlasoft is a part of the 150 year old The CK Birla Group which is known for conducting business in an ethical and legal way. It believes in giving back to society through various means and community initiatives to make it a better place to live and work.

Birlasoft is committed to uphold the tradition and core values of the group that integrity, honesty and ethics are non-negotiable and all transactions and dealings of the company should be clean and straightforward in both letter and spirit.

A tree only grows as tall as its roots are strong. The roots of a company lie in its code of conduct and ethics. Hence, this Code of Conduct is an integral part of this company. It contains the principles that guide us and is designed to help you act according to the Company's ethical standards. It enables us to have a continuous, consistent and unbending adherence to strong moral values and ethical principles, driving us to make the right choices and do the right thing in a reliable way.

It is imperative for each one of us to not just be aware of these principles but follow them invariably in our work life and refrain from any activity or business situations that would not be in line with them. Every Birlasoft employee, regardless of location or position in the Company, has an obligation to read this Code, understand it, and follow it every day, without any exception.

Let us work towards keeping these values alive and making them an integral part of our lives too. Every Birlasoft team member should be a brand ambassador, fulfilling the Group's and Board's expectations in this important aspect of our business.

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2. Objective

To lay down Birlasoft Code of Conduct, Ethics, Values, Integrity and Beliefs, which forms the basis of the organization's existence and the way business is conducted. Our Business Principles and Code of Ethics define our core values of integrity, commitment and respect for people, which define the way we manage our business. These are supported by various policies, processes and standards that define how we aim to operate in socially and environmentally responsible ways.

3. Applicability

- All members of the Board
- All regular full-time permanent employees on the rolls of Birlasoft
- All Trainees, including summer trainees
- All sub-contractual vendor staff (full-time and part-time) &
- All part-time employees / contractual staff

Collectively known as 'Associates or Birlasoftians' of Birlasoft

The logo for Birlasoft, featuring the word "birlasoft" in a lowercase, sans-serif font. The letters "birla" are in a dark grey color, and "soft" is in a bright red color.

4. Definitions

The term '**Birlasoft**' used in this document includes all holding companies, associate companies, branches and subsidiaries of Birlasoft Globally.

5. Organization Commitments

5.1. Commitment to Equal Opportunity & Remuneration and Dignity of Human Beings

Birlasoft is committed to provide equal opportunities to all its employees, who perform activities which are similar in nature and are holding similar qualifications and relevant experience. Birlasoft undertakes that it will not discriminate any employee, customer, visitor or any individuals or body corporate on the basis of gender, caste, color, religion, nativity or nationality. Merit will be the prime consideration in all its dealings and engagements, including hiring, promotions, alternative job opportunities and in dealings with and/or selection of business partners.

Birlasoft also undertakes to provide equality in terms of employment opportunity, remuneration, facility, infrastructure, services etc. to all its equally qualified and equally competent employees and it will always adhere to the principle equality among equals in all its dealings.

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Birlasoft, in all its transactions and dealings, is committed to ensure respect of all human beings and fair and impartial treatment to all its employers, customers, vendors and business partners at all times.

Birlasoft is also committed to the dignity of human beings. Its commitments and practices are based on the belief that 'human life and human dignity and inviolable'. Human life is worthy of protection and human dignity worthy of respect of always. Therefore, all Birlasoftians in all their dealings and engagements with their colleagues, customers, vendors, government officials, security and service staff and any and all human beings, irrespective of their nationality, nativity, religion, caste or color, social status or official positions, shall treat all human beings with dignity and honor. Any violation to this fundamental belief and commitment will be dealt as per the disciplinary policy of the organization.

5.2. Commitment to Compliance of Laws, Regulations

Birlasoft, upholding the traditions of the CK Birla Group, is committed to all its stakeholders, including employees, customers and vendors that while doing business in any part of the world it will comply with the applicable Laws and Regulations, which are in force from time to time. It is committed to comply with all Laws and Regulations related to taxation, employment laws, work environment, safety and health standards, environmental laws, labor and employee welfare regulations, wages acts, visa regulations, maternity benefit laws, retirement benefits regulations and/or any such laws and regulations, as applicable to the organization and/or its employees.

While doing all kinds of transactions and dealings the organization shall ensure complete fairness and transparency of its books of account to the best of its knowledge and maintain them as stipulated in applicable the laws and regulations of the land.

An organization's commitment is the collective commitment of all its associates. Therefore, by virtue of being part of the Birlasoft family, each Birlasoftian is mandated to fully meet the organization's commitments, as mentioned above, at all times.

6. Moral Code of Conduct and Integrity

A Code of Conduct and Integrity are not processes or guidelines but a way of our daily life and a means by which we put our values into practice. This code is not merely a set of rules for specific circumstances but an intentionally expansive statement of principles meant to inform and perform all our actions in our day-to-day life. One of our Company's major assets is our reputation for acting in honor and equality.

Each Birlasoftian is a brand ambassador holding the values and ethics of the organizations. All Birlasoftians are expected to be extremely fair and impartial in all transactions and are expected to avoid situations, which might tarnish the image of Birlasoftian and or the Company's reputation.

Birlasoft's Corporate Code of Conduct requires Birlasoftians to conduct business consistent with its corporate values and in accordance with applicable laws. It sets forth guidelines to govern the way

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Birlasoftians operate and help them exercise the highest degree of honesty and integrity in their dealings with others.

Each Birlasoftian is also expected to hold high degree of integrity in all their dealings – be it with internal customers, external customers, vendors, auditors, contractors, suppliers, procurement agents, government officials, legal bodies, corporate or any person or institution directly or indirectly attributable to having any business interest or transaction with Birlasoft.

Birlasoft has a zero tolerance policy on any matter related to moral code of conduct, ethics and integrity, including but not limited to the following:

- Accepting or giving bribe in any manner
- Funding and/or supporting any anti-social activities or organizations, banned institutions, including terrorism
- Misinterpretation and use of organizational policies and procedures for undue personal gains and benefits.
- Falsification of documents, willful concealment of information or facts related to one's employment, including failure to report involvement in any criminal cases prior to or during the course of employment with Birlasoft
- Inappropriate trading practices, including insider trading, inappropriate billings and invoicing to clients / vendors
- Breach of confidentiality agreement of organization, client or breach of employment terms
- Unlawful discrimination, unlawful assembly inside office premises and workplace violence
- Seeking or accepting undue favors from clients, vendors or other business associates
- Inappropriate reporting of working time and/or inappropriate claim of business expenses
- Willful violation or potential violation of company's policies and standard operating procedures
- Working against the interest of the organization

7. Work Ethics

The image of the organization is determined by the work ethics and habits its associates imbibe. Birlasoftians must ensure high quality of work ethics while being part of the organization. All Birlasoft employees are expected to follow these guidelines:

- Focus on job goals/objectives/output standards.
- Treat achievement of result as a basic commitment to the organization.
- Follow specified system and procedure in all aspects of their job.
- Keep work area clean and tidy. When break for the day, leave Work Station/Desk as clean, tidy and orderly as you would like it to be on the next day.
- Keep your work area healthy and clean.
- Keep telephonic conversations as few and brief as possible, including avoiding long personal calls during working time

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- Do appreciate that the facilities and equipment provided in the work place are meant to promote your functional efficiency and effectiveness. Therefore, their use for any other purpose but official is inappropriate and should be avoided.
- Birlasoft believes in maintaining a non-smoking environment for the comfort and safety of its employees. Therefore, smoking within the work area is not permitted.
- As a mature member of the organization, scrupulously avoid and discourage gossip, loose talk and rumors, especially pertaining to company affairs, policies, procedures or your fellow employees. If you hear anything of this nature, do share/clarify with HR.
- Give your colleagues due consideration and cooperation and they too, in turn, should promote the spirit of teamwork.
- Deal with the Company's support staff with due tact and understanding so that they can contribute their maximum towards making your work environment comfortable. In case of any misdemeanor on their part, report the same to Administration.
- Mutual respect for every individual, both within the organization and outside, must be learnt and nurtured by all.
- Signing of contracts on behalf of the Company: Contracts shall be signed on behalf of Birlasoft or any of its subsidiaries only by following the proper process for the same which includes, having the contract reviewed by the Legal team as per the legal review process of the Company and adhering to authority matrix approved by the management. Signing any contract without following this process may expose Birlasoft to unintended risks and will therefore, be considered a violation of this code with attendant consequences.

8. Birlasoft Values

8.1. Engaged

People are our biggest assets. This includes the customers we serve, our colleagues and the suppliers we partner with. When customer work with us, they allow us to enter their organization and blend harmoniously with their culture and people. We engage them to work seamlessly and it's no different when it comes to working with our partners. We stay engaged by:-

- **Mutual Trust:** We establish trust while engaging with our customers, colleagues and partners every time we interact with them as we nurture these precious bonds in the best possible way.
- **A Sense of Responsibility:** Our customers have faith in our sense of responsibility. They are aware that we will deliver in time by constant monitoring, creative backup plans and measuring results at every stage.
- **A Deep Sense of Caring:** Companies perform when people do. We make people feel included and happy by caring for them and treating them with respect.

8.2. Dependable

Customers look for support and we need to make them feel that they can rely on us. It's important for us to find out how we as an organization can win their trust and continue to function as a dependable unit. Our dependability is enhanced by:

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- **Teamwork:** Teamwork is about working together towards a common goal. One can only depend on people by reaching out to them and creating a bond, rather than seeking their help only when in need.
- **Learning Organization:** Businesses need people to innovate. Constant learning for the individual and the organization is essential as it is the only dependable way to keep pace with change.
- **Transparency in dealings:** Transparency brings dependability. It promotes faith and nurtures trust. Technology builds this transparency by removing barriers and making knowledge available.

8.3. Challenger

Our Organization is about scale and quality. We take great care to deliver the best to our customers by understanding their needs. Focus, agility and flexibility from our side are always paramount as we go the extra mile to drive success for our customers. We come out as challengers as by:

- **5% Stretch:** Whenever we take up a challenge, we make sure that we deliver at least 5% more than what's expected. We achieve this by breaking down internal boundaries and creating a unique solution by involving everyone in the organization.
- **Flexible and Faster:** We are relatively more agile in the industry. Flexibility in our approach provides us an opportunity to offer a customized solution to our customers.
- **Debate and Dissent:** We foster a culture of debate and dissent to generate new ideas and move forward. This way we challenge the boundaries and defy the norms for innovating and setting benchmarks in the industry.

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9. Buying and Selling Securities – Insider Trading & Fraudulent and Unfair Trade Practices

No person shall directly or indirectly— (a) buy, sell or otherwise deal in securities in a fraudulent manner; (b) 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 security(s) 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.

Without prejudice to the above provision, no person shall indulge in a fraudulent or an unfair trade practice in security(s).

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 or any company involved with Birlasoft, while you have material non-public information about them.

The 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. The Designated Persons intending to deal in the shares of the Company have to ensure that they comply with the provisions of this

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Code with respect to pre-clearance, disclosure of trade, etc. The code is available on our intranet, and you may reach out to Secretarial Team in case of any queries.

10. 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 and regularly update and refresh their skills, knowledge and familiarity with the company;
- ii. to 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;
- iii. to strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv. to participate constructively and actively in the committees of the Board in which they are chairpersons or members:
- v. to strive to attend the general meetings of the company;
- vi. where they have concerns about the running of the company or a proposed action, to 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;
- vii. to keep themselves well informed about the company and the external environment in which it operates;
- viii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ix. to 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;
- x. to 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;
- xi. to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- xii. to act within his/her authority, to assist in protecting the legitimate interests of the company, shareholders and its employees and
- xiii. 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.

11. Conflict of Interest

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Conflict of Interest refers to any case where an employee's personal interest might contradict the interest of the company they work for. It exists when personal activities or relationships interfere (or appear to interfere) with your objectivity and judgment in doing what is best for company. These are unwanted circumstances as it may have heavy implications on the employee's judgement and commitment to the company, and by extension to the realization of its goals. As an employee, you must act in Birlasoft's best interests and exercise sound judgment, free from personal interests or divided loyalties. It will help you to identify and deal with situations that may give rise to potential conflicts of interest or the appearance of conflicts.

11.1. Personal Financial Interests:

Employees directly or indirectly, must not take part in or attempt to influence any Birlasoft decision or any business dealings with a current or potential competitor, customer, partner, vendor, supplier or other business entity in which you have a direct or indirect financial interest. In addition, to avoid the appearance of a conflict, you must not disclose any direct or indirect financial interest in a current or potential competitor, customer, partner, vendor or supplier with which you discover company plans to do business. Employee should not have a Financial Interest in any entity with which the Company conducts business, or that competes with the Company, unless disclosed and approved in accordance.

11.2. Personal workplace relationships:

Associates must not be in a supervisory, subordinate, or control relationship e.g., having influence over conditions of employment who work with closely related persons or be involved in any hiring decision regarding closely related persons (including internal/external hiring and internal transfers).

11.3. Outside Commercial or Business Activities by Employees:

Employees should not engage in any outside business activity that is competitive with any Company business or any outside activity that affects the ability of the Employee to devote appropriate time and attention to his/her assigned job responsibilities at the Company. A side project or affiliation with a customer, distributor, supplier, vendor or partner or any organization involved in a profitable business activity is strongly discouraged.

11.4. Gifts, Entertainment, Gratuities and Other Favours:

Employees must never accept or provide gifts or other items of value that might compromise or appear to compromise their ability to make objective and fair business decisions or might influence or appear to influence business relationships. Employees acting in ways that may compromise the company's legality (e.g. taking bribes or bribing representatives of legal authorities). Associates must not directly or indirectly solicit or receive a fee, commission, service, or other favour from any actual or potential Birlasoft business partner or competitor. (*Refer to the "Business Gift and Entertainment Policy for details"*). The word 'business partner' shall include competitor, vendors, suppliers, recruiting agencies and consultants.

11.5. Family and Friends:

Employees must not attempt to influence any Company-related decisions (including concerning hiring) or business dealings (including those concerning current or potential suppliers, distributors, customers, vendors, partners, competitors, collaborations or acquisitions) that may benefit or appear to benefit an Immediate Family Member/ relative / close friend or an entity in which a family member

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is involved or has a direct or indirect financial interest. Employees are required to disclose the information at the time of hiring if any direct family members are being hired or having the knowledge of being hired by Birlasoft.

11.6. Corporate Opportunities:

Employee must not take personal advantage of or interfere with any existing or potential business opportunities. They should not exploit or take advantage of any business opportunity or potential opportunity that is discovered through the use of the Company's property, information, or position for personal gain. Also employees must not direct any such opportunity to a relative, close personal friend or to a business enterprise in which a relative or close personal friend is involved or has a direct or indirect financial interest.

11.7. Company Assets:

Company assets are sole property of the company and will be used for company only. Employees are strictly not allowed to use any company equipment or means to support an external business or a commercial activity. *(Refer to the Asset Management Policy of the Company for details")*

12. Commitment to Communities (CSR)

Birlasoft encourage to serve the community in need and give back to the society through various developmental activities for women, child, and environment and in natural calamity. Birlasoft seeks to leverage its IT strength, global presence and strong employee base to transform the delivery of its social programs efficiently and effectively.

Simultaneously Birlasoft also ensure that the CI are in line with statutory norms defined in schedule VII of the Company act 2013. Outside India, CI selection will be based on local community's needs and in consonance to vision & strength of Birlasoft Limited. Respective geographies to follow the local CI / CSR compliances, if any.

Birlasoft will meet the statutory guidelines specified in the Act and shall allocate it on developmental Activities that fall under the identified thematic areas and projects approved by Apex committee on the recommendation of its CI program managers and steering committee but does not include any expenditure on an item not in statutory conformity. The detailed list of Projects / programs indicating budget outlays against for Financial Year appended to this Policy as per format at Annexure B. In case of PPP (Public private partnership) for any project, Birlasoft will claim expenditure on CI only for funds that are provided from its own resources. In case company fails to spend the required amount in a particular financial year, it is the duty of the Program managers to submit a report in writing to steering committee and Apex committee specifying the reasons for not spending the amount, which in turn shall be recorded in the Annual Report pertaining to that particular Financial Year. Surplus, if any, arising out of the projects or programs or activities shall not form part of the business profit of the Company.

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13. Employee Obligations

13.1. Confidentiality:

Besides employees and physical property/items/materials, our other assets include confidential data, reports, technology, expertise in software related areas, R&D activities, and Market and Business plans. It is expected that all Birlasoftians do not disclose any information related to employees, customers, competition, management or anything which can be attributable to having accessed/gained knowledge of during their employment with Birlasoft, without prior written approval from the authorized Birlasoft management person. Protecting all confidential information against theft and misuse is the responsibility of every employee.

13.2. Safe Custody of Company Materials

Birlasoftians are to be solely responsible for safe custody of any files, papers, equipment, machines, etc., of the company, which may be assigned to them as a part of their job

13.3. Ownership Rights

Any work, such as developmental, modifications, improvisations, in the form of modules, programs or products carried out by any Birlasoftian on behalf of the Company shall be the property of the Company and/or customer (as the case may be per agreement terms) and will have no personal claims to it. Similarly, Birlasoft shall have full rights on any inventions or discoveries made by any Birlasoftian during the course of employment with Birlasoft

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14. Social Media Usage

In the era of social media, each Birlasoftian is required to ensure that they behave responsibly on social media while quoting or referring about Birlasoft or anything related to or attributable to Birlasoft or its businesses. The social media policy of Birlasoft is an important document that defines the process for usage of social media, that includes all social media platforms, and related attributes like blog sites, Quora, Wiki links, Disqus forums and other opinion-generating blogging and networking platforms. Employees are requested to read and understand the 'Terms and Conditions' of social media usage carefully, before joining any of the above mentioned platforms, where Birlasoft may and/or may not have presence. For details, please refer to the **Social Media Policy Document**, available on the intranet.

15. Disciplinary Action Committee

Employees witnessing the violation of this Code are encouraged to first raise the concern through e-mail with their Manager and/or respective Business HR. In absence of Manager/ Business HR, the concern can be raised to Delivery Manager and/or Business HR Manager. Depending on the scope and type of concern, the issue shall be referred to the Disciplinary Action Committee.

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The Committee shall include minimum of 3 members, including HR BP Lead of the respective Business Divisions, and a nominee from the Information Security (as nominated by CISO), and other member as nominated by The Chief People Officer (CPO).

The employee may appeal to CPO against the decision taken, specifying the reason in writing. The decision of CPO shall be final and cannot be appealed

16. Responsibilities and Implementation

It is the responsibility of every Birlasoft Manager/Supervisor to adhere to this policy within his or her area of functional responsibility, to lead by example, and to provide guidance to those Associates reporting to him or her.

All employees are responsible for adhering to the principles and rules set out under these guidelines.

Breaches of this Policy will be taken very seriously and shall lead to disciplinary actions up to termination of employment and other actions including legal action.

17. Acknowledgement

Employees and our Board of Directors are required to acknowledge that they have read and understood the Code. You must remember that under no circumstances does your failure to read our Code, sign an acknowledgement or certify online exempt you from your obligation to comply with our Code.

In terms of the regulation 17 (5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all the Board Members and the Senior Management employees i.e. who are of the grade 9A and above including all functional heads who have the opportunity to materially influence the integrity, strategy and operations of the business and financial performance of the Company, should affirm compliance with the Code on an annual basis. The Annual report of the Company shall contain a declaration to this effect signed by the CEO

Disclaimer – The Company reserves the right to alter, append or withdraw this policy either in part or in full based on management’s sole discretion.

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