BOARD DIVERSITY POLICY

Version 1.3
## Revision History

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<th>Version No.</th>
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<td>April 28, 2015</td>
<td>R. Swaminathan</td>
<td>Original Policy</td>
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<td>1.1</td>
<td>January 20, 2016</td>
<td>Sneha Padve</td>
<td>Amendment to the Policy</td>
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<td>1.2</td>
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<td>Change of Company Name</td>
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<td>1.3</td>
<td>February 6, 2021</td>
<td>Sneha Padve</td>
<td>Benchmarked the Policy with good practices of other companies</td>
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1. **Introduction**

A diverse Board is most important in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organization and business as a whole. The basic essence of this is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

2. **Definitions**

   a) In this Policy unless the context otherwise requires:

      (i) “Act” means the Companies Act, 2013 and rules issued thereunder.

      (ii) “Board of Directors” or “Board”, in relation to the Company, means the collective body of the directors of the Company.

      (iii) “Committee” means Nomination and Remuneration Committee of the Company, as constituted or reconstituted by the Board.

      (iv) “Company” means Birlasoft Limited.

      (v) “Director” means a Director appointed to the Board of the Company.

      (vi) “Independent Director” means a director referred to in Section 149(6) of the Companies Act, 2013, read with Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

      (vii) “Non-Executive Directors” includes Independent Directors.

      (viii) “Policy” means this Board and Diversity Policy.


   b) Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and the SEBI (LODR) Regulations, 2015, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

3. **Scope**

   This Policy applies only to the Board of Directors of the Company. It does not apply to the employees of the Company.

4. **Policy Statement**

   a) The Company understands the importance of diversity and values the benefits that diversity can bring to its board. Diversity promotes the inclusion of different perspectives and ideas, mitigates against group thinking and ensures that the Company has the opportunity to benefit from all available talent. The promotion of a diverse Board enables application of prudent business sense and facilitates for better corporate governance.
b) The Nomination and Remuneration Committee is responsible for reviewing and accessing the composition and performance of the Board, as well as identifying appropriate qualified persons to occupy Board Positions.

c) While the appointment on the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender) in identifying and recommending persons to the Board Memberships.

d) The Committee shall ensure:

   i) That appropriate mix of diversity, skill, experience, required on the Board and access the extent to which the required skills are represented in the Board;

   ii) Make recommendation to the Board in relation to the appointments, and maintain an appropriate mix of diversity, skill experience and expertise on the Board;

   iii) The Board of Directors shall have the optimum combination of Executive Directors, Non-Executive Directors and Independent Directors as per the Act and the SEBI (LODR), Regulations, 2015;

   iv) That no person is discriminated against on grounds of religion, race, gender, national origin or ancestry, material status, age, sexual orientation, or any other personal and physical attribute which does not speak to such person’s ability to perform as Board Member.

At Birlasoft, we want Directors having different and diverse attributes leading to a professional Board. Following criteria are looked for every Director appointed on the Board:

   i. Technology & Marketing Expertise;
   ii. Innovation Expertise;
   iii. Manufacturing Domain Expertise;
   iv. Energy & Utilities Domain Expertise;
   v. Investor Perspective;
   vi. Global View of the business.

Each of the Directors should have expertise in one or more criteria laid down to ensure an optimum composition leading to a well governed and professionally managed Board. All appointments are made on merit.

Along with the above, the Directors should have some of the following attributes:

   i. Governance Expertise;
   ii. Financial Literacy;
   iii. Experience of running an organization on Executive Level;
   iv. Diversity in Operations – local and global;
   v. Direct connect with fast changing technical sphere;
   vi. Professional competency in their respective field;
   vii. Suitable age bracket.
The Committee is required to review and assess Board composition on behalf of the Board and recommend the appointment of new Directors. The Committee is also required to oversee the conduct of the annual review of Board effectiveness. The Committee to periodically review and report to the Board, the requirements, if any, in relation to diversity on the Board.

The Board will consist of an optimum number of Executive, Non-Executive and Independent Directors in accordance with the requirements of the Act, the SEBI (LODR) Regulations, 2015, and the Articles of Association of the Company.

5. **Diversity in meetings**

The Act lays down mandatory 4 Board meetings to be held every year. At Birlasoft, in addition to complying with this regulatory requirement, Board/Committee meetings will also be held for other matters, as may be required. Meetings may be convened for discussions on annual strategy, to enable the Directors to focus and provide inputs on Annual Operating Plans and Medium-term Business plan along with other financial and operational parameters. Meetings may also be scheduled for discussing business deals, expansions & diversifications, specific transactions such as mergers, acquisitions, PE investment, etc.

6. **Woman Director**

At Birlasoft, we will always have Gender Diversity on our Board. Equal opportunity and non-discrimination are strong principles advocated in the Code of Conduct and the same principles will apply to the Board. As per the requirement, appointment of one Woman Director is mandatory under the Act. There is a commitment towards Gender Diversity at Birlasoft. The Woman Director brings to the Board the same attributes as are looked at for other Directors and the warmth & compassion towards female employees of the Company.

7. **Review and amendment of the Policy**

The Board shall review the Policy from time to time based on the changing needs and make suitable modifications as may be necessary. The Board can also amend the Policy as and when deemed fit.

*In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.*