CKA Birla Group

birlasoft

Board Diversity Policy

Version 1.4

Last review date: 23/10/2024

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Revision History

Version No.	Release Date	Function	Reviewed by	Approved by	Description of Change
1.0	28/04/2015	Corporate Secretarial	Company Secretary & Compliance Officer	Board of Directors	Original Policy
1.1	20/01/2016	Corporate Secretarial	Company Secretary & Compliance Officer	Board of Directors	Amendment to the Policy
1.2	18/02/2019	Corporate Secretarial	Company Secretary & Compliance Officer	Board of Directors	Change of Company Name
1.3	06/02/2021	Corporate Secretarial	Company Secretary & Compliance Officer	Board of Directors	Benchmarked the Policy with good practices of other companies
1.4	23/10/2024	Corporate Secretarial	Company Secretary & Compliance Officer	Board of Directors	Benchmarked the Policy against Industry Standards

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1. Introduction

A diverse Board is vital in harnessing the unique and individual skills and experiences of directors in a way that collectively benefits the organization and business as a whole. It is imperative 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 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.

(ix) **"SEBI (LODR) Regulations, 2015"** mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act or 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 and sustainable growth.

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

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persons to occupy Board Positions.

c) While the appointment on the Board will continue to be made on merit, the Committee shall 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:

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

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

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

iv) Ensure that no person is discriminated against on the grounds of religion, race, gender, national origin or ancestry, material status, age, sexual orientation, or any other personal and physical attribute which does not impactsuch person's ability to perform as Board Member;

v) Periodically review and report to the Board, the requirements, if any, in relation to diversity on the Board.

The Committee shall consider the following skills, amongst others, for every Director to be appointed on the Board:

i. Technology & Marketing Expertise;
ii. Innovation Expertise;
iii. Knowledge of the Industry & IT Business Operations;
iv. Investor Perspective;
v. Global View of the business;
vi. Sales & Delivery;
vii. Risk Management;
viii. Environmental, Social and Governance Expertise.

Each of the Directors should have expertise in one or more of the aforementioned areas to ensure an optimum composition leading to a well governed and professionally managed Board. All appointments shall be made on merit.

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

i. Governance Expertise;

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ii. Financial/Legal 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.

5. Woman Director

There is a commitment towards Gender Diversity at Birlasoft. Equal opportunity and non-discrimination are strong principles advocated in Birlasoft's Code of Conduct and the same principles apply to the Board. The Board of the Company shall at all times have at least one woman director or such other number as may be required by the Act or the SEBI (LODR) Regulations, 2015.

6. Review and amendment of the Policy

The Committee shall review the Policy from time to time and recommend appropriate modifications, as may be necessary, to the Board of Directors for approval.

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.

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