

July 27, 2023

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

**National Stock Exchange of India Ltd.**  
Exchange Plaza, C/1, G Block,  
Bandra - Kurla Complex, Bandra (E),  
Mumbai - 400051.

**Scrip ID: BSOFT**  
**Scrip Code: 532400**

**Symbol: BSOFT**  
**Series: EQ**

**Kind Attn: The Manager,**  
Department of Corporate Services

**Kind Attn: The Manager,**  
Listing Department

**Subject:** - Proceedings of the 32<sup>nd</sup> Annual General Meeting (“AGM”) of Birlasoft Limited (“the Company”).

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the AGM of the Company held on July 27, 2023.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**



Sneha Padve  
**Company Secretary & Compliance Officer**

**Encl.:** - As mentioned above.

### Summary of proceedings of the 32<sup>nd</sup> Annual General Meeting of Birlasoft Limited

The 32<sup>nd</sup> Annual General Meeting (“AGM”) of Birlasoft Limited (“the Company”) was held on Thursday, July 27, 2023, at 02:30 p.m. (IST), through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility, in compliance with the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by the Securities Exchange and Board of India (“the SEBI”) and as per the applicable provisions of the Companies Act, 2013, and the Rules made thereunder. The deemed venue of the AGM was the Registered Office of the Company, i.e., 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057, Maharashtra, India.

The following Directors were present:

Sr. No.	Name	Attended through VC/OAVM from
1	Mrs. Amita Birla - Chairman & Non-Executive Director	New Delhi
2	Mr. Chandrakant Birla - Non-Executive Director & Chairman of the Stakeholders Relationship Committee	New Delhi
3	Mr. Ashok Kumar Barat - Independent Director & Chairman of the Audit Committee	Kolkata
4	Ms. Nandita Gurjar - Independent Director	Bengaluru
5	Mr. Ananth Sankaranarayanan - Independent Director & Chairman of the Nomination and Remuneration Committee	New Delhi
6	Mr. Angan Guha - Chief Executive Officer (“CEO”) & Managing Director	New Delhi

#### In attendance

Sr. No.	Name	Attended through VC/OAVM from
1	Ms. Kamini Shah - Chief Financial Officer	New Delhi
2	Ms. Sneha Padve - Company Secretary	New Delhi
3	Mr. Arun Rao - Chief People Officer	Hyderabad
4	Ms. Sangeet Hunjan - Deputy Company Secretary	Pune
5	Mr. Swapnil Dakshindas - Partner, B S R & Co. LLP, Statutory Auditor	Pune
6	Ms. Snehal Kulkarni - Representative, Dr. K. R. Chandratre, Secretarial Auditor	Pune
7	Mr. Jayavant B. Bhave - Scrutinizer	Pune

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## Quorum

A total of 64 members attended the meeting.

## Chairman

Mrs. Amita Birla - Chairman & Non-Executive Director, chaired the meeting.

## Proceedings

Ms. Sneha Padve - Company Secretary, welcomed the members of the Company and briefed them about the process to participate in the meeting. She informed that the statutory registers and other documents as required under applicable laws, were made available for inspection on the website of the Company. It was further informed that as the AGM was being held through VC/OAVM, the facility for appointment of proxies by the members was not applicable and hence, the proxy register was not available for inspection. The members were also briefed about the process for questions & answers.

Mrs. Amita Birla (“the Chairman”) chaired the meeting and welcomed the members to the 32<sup>nd</sup> AGM of the Company. She then requested the other Directors to introduce themselves. The requisite quorum being present as per statutory requirements, she called the meeting to order.

The Company Secretary briefed about the process of e-voting. It was further informed that Mr. Jayavant Bhavé, Proprietor - J. B. Bhavé & Co., Company Secretaries (Membership No. - F4266), had been appointed as the Scrutinizer to scrutinize the votes cast through e-voting at the AGM & remote e-voting and submit a consolidated report thereon.

Thereafter, the Chairman delivered her speech and then invited Mr. Angan Guha - CEO & Managing Director of the Company to address the Members. The notice of AGM and Annual Report were taken as read. The Chairman informed that there were no observations, qualifications or adverse remarks in the Statutory Auditor’s Report on the financials of the Company for the financial year 2022-23 and the Secretarial Audit Report and hence, the same were taken as read. All the resolutions were taken up by the Chairman except for Resolution No. 4 as mentioned in the below table, which was taken up by Mr. Ashok Kumar Barat.

The following items were transacted at the AGM:

Sr. No.	Particulars of Resolution	Type of Resolution
1	Adoption of the audited Financial Statements - standalone	Ordinary
2	Adoption of audited Financial Statements - consolidated	Ordinary
3	Confirmation of interim dividend and declaration of final dividend	Ordinary
4	Re-appointment of Chandrakant Birla as a Director liable to retire by rotation	Ordinary
5	Appointment of M/s. S R B C & Co LLP, Chartered Accountants (Registration No. 324982E/E300003) as Statutory Auditors of the Company and to fix their remuneration.	Ordinary
6	To approve commission be paid to the Non-Executive Directors of the Company, for a period of five years commencing from the financial year 2024-25	Ordinary

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Thereafter, the Chairman requested the shareholders who have not voted already to vote during the AGM and the speaker shareholders were invited to ask their questions and give their opinions and suggestions, if any, and the same were addressed.

The Chairman authorized Mr. Angan Guha, CEO & Managing Director, Ms. Kamini Shah, Chief Financial Officer and Ms. Sneha Padve, Company Secretary, severally to receive the Scrutinizer's Consolidated Report on all the resolutions as set out in the Notice of AGM & related documents, declare the result and submit the same to the Stock Exchanges within prescribed timelines.

The Chairman thanked the members, the Directors and Auditors present at the meeting for their participation.

The AGM remained open for 15 minutes for e-voting & concluded at 03:35 p.m. (IST) [including time allowed for e-voting at the AGM].

Thanking you.

Yours faithfully,

For **Birlasoft Limited**



Sneha Padve  
**Company Secretary & Compliance Officer**