

July 9, 2022

**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:** - Notice of the 31<sup>st</sup> Annual General Meeting (“AGM”) of Birlasoft Limited.

Dear Sir / Madam,

Please find enclosed herewith the Notice of the 31<sup>st</sup> AGM of the Company, to be held on Wednesday, August 3, 2022.

Request you to take note of the same.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**



Sneha Padve  
**Company Secretary & Compliance Officer**



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


**BIRLASOFT LIMITED**

CIN: L72200PN1990PLC059594

 Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC,  
Hinjawadi, Pune – 411057, India.

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## NOTICE

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting of Birlasoft Limited will be held on Wednesday, August 03, 2022, at 04:00 p.m. Indian Standard Time (“IST”), through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility, to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of audited Financial Statements – Standalone

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

#### 2. Adoption of audited Financial Statements – Consolidated

To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the report of the Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the audited Consolidated Financial Statements for the financial year ended March 31, 2022, together with the report of the Auditors thereon, be and are hereby received, considered and adopted.”

#### 3. Confirmation of interim dividend and declaration of final dividend

To confirm the payment of interim dividend of ₹ 1.50/- (75%) per equity share of face value of ₹ 2/- each and to declare a final dividend of ₹ 3/- (150%) per equity share of face value of ₹ 2/- each, for the financial year ended March 31, 2022; and in this regard to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the interim dividend of ₹ 1.50/- (75%) per equity share of face value of ₹ 2/- each on the paid-up equity share capital of the Company, for the financial year ended March 31, 2022, approved by the Board of Directors at their meeting held on October 26, 2021, and paid, be and is hereby noted and confirmed.

**RESOLVED FURTHER THAT** in terms of the recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for declaration and payment of final dividend for the financial year ended March 31, 2022 at the rate of ₹ 3/- (150%) per equity share of face value of ₹ 2/- each, to be paid to those members whose names appear on the Company’s Register of Members, as on the Record Date.”

#### 4. Re-appointment of Dharmander Kapoor as a Director liable to retire by rotation

To re-appoint Dharmander Kapoor (DIN: 08443715), who retires by rotation as a Director and being eligible, offers himself for re-appointment; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Dharmander Kapoor (DIN: 08443715), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS

#### 5. Re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer & Managing Director of the Company

To consider and approve re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer (“CEO”) & Managing Director (appointed for a period of 3(three) years up to May 31, 2022) for a further period of 3 (three) years with effect from June 1, 2022, at a remuneration and such terms and conditions as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V

thereof and rules, circulars, orders and notifications made or issued thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Dharmander Kapoor (DIN: 08443715), as the Chief Executive Officer (CEO) & Managing Director of the Company, for a further period of 3 (three) years, with effect from June 1, 2022, on the terms and conditions including remuneration, as contained in the agreement to be entered into between the Company and Dharmander Kapoor, material terms of which are set out in the explanatory statement attached hereto, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time, the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Dharmander Kapoor subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereto.

**RESOLVED FURTHER THAT** Dharmander Kapoor shall continue to be liable to retire by rotation and this re-appointment shall be subject to his continuance as a Director of the Company during the term of this re-appointment.

**RESOLVED FURTHER THAT** any one Director, the Chief Financial Officer, the Chief People Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

#### 6. Increase in the managerial remuneration limit payable to Dharmander Kapoor as CEO & Managing Director, in excess of 5% of the net profits of the Company and therefore, to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & Managing Director

To increase the overall maximum managerial remuneration limit payable to Dharmander Kapoor as Chief Executive Officer (“CEO”) & Managing Director of the Company (DIN: 08443715), in excess of 5% of the net profits of the Company, which is likely to be caused on account of exercise of Stock Options/Restricted Stock Units granted/to be granted to Dharmander Kapoor, and therefore, to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & Managing Director; and in this regard, to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V thereof and the Rules made thereunder and applicable provisions of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to Dharmander Kapoor (DIN: 08443715), in any financial year(s) during his tenure as CEO & Managing Director, to the extent it would exceed 5% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Act, in the event of the exercise, during any financial year(s), by Dharmander Kapoor of some or all of the Stock Options and Restricted Stock Units granted/to be granted to and vested/ to be vested unto him.

**RESOLVED FURTHER THAT** as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to all Directors including Managing Director, Whole-Time Director and Non-Executive Directors, for any financial year(s) during the tenure of Dharmander Kapoor as CEO & Managing Director of the Company, from 11% to 18% of the net profits of the Company, and such net profit being computed in the manner as laid down in Section 198 of the Act, in view of the potential increase in the remuneration payable to Dharmander Kapoor.

**RESOLVED FURTHER THAT** any one Director, the Chief Financial Officer, the Chief People Officer, and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision.”

#### 7. Approval for Birlasoft Share Incentive Plan-2022 for the employees of the Company

To consider and approve introduction and implementation of the “Birlasoft Share Incentive Plan-2022” (“SIP 2022”) as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company; and in this regard, to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debenture) Rules, 2014, read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Foreign Exchange Management Act, 1999, and the rules, circulars and regulations made thereunder (“FEMA”) (including any statutory amendment(s), modification(s) or

re-enactment(s) for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the members be and is hereby accorded to the Board of Directors [hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee designated to act as the 'Compensation Committee' under SEBI (SBEB) Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this resolution] to introduce and implement the "Birlasoft Share Incentive Plan-2022" ("SIP 2022"), the salient features of which are furnished in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot equity shares of the Company having face value of INR 2/- (Indian Rupees Two) per share ("Equity Shares") through employee stock options by way of issuance of Performance Stock Units ("PSUs") and/or Restricted Stock Units ("RSUs") to subscribe to the Equity Shares ("Awards") to the employees of the Company, as per the terms of SIP 2022, whether working in India or outside India, including any managing or whole-time director(s) or non-executive director(s) who is not promoter or member of promoter group of the Company excluding independent director(s), as selected by the Board of Directors in accordance with SIP 2022 but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s), who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company ("Eligible Employees") at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with SIP 2022 and applicable law.

**RESOLVED FURTHER THAT** the maximum number of Equity Shares shall be granted under SIP 2022 to Eligible Employees shall not exceed 50,00,000 (Fifty Lakhs Only) (as adjusted for any corporate action and/or change in the capital structure) at such price or prices as may be determined by the Board in its sole and absolute discretion.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to formulate, evolve, decide upon and implement SIP 2022 on the terms and conditions contained therein including but not limited to terms and conditions specified under Regulation 5(3) of SEBI (SBEB) Regulations and instances where the Awards shall lapse and determine the number of Awards to be granted to the Eligible Employee(s), the exercise price, the vesting period, the acceleration of the vesting of the Awards, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of SIP 2022 including but not limited to amendments with respect to vesting period, exercise price,

eligibility criteria, vesting schedule, vesting conditions, etc., in its absolute discretion as it deems fit, subject to applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Awards and/or the shares to be allotted upon exercise of the Awards shall be reasonably adjusted and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 2/- (Indian Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Awards under SIP 2022.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company upon the exercise of PSUs/RSUs, shall rank *pari passu* in all respect including dividend with then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in SIP 2022, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, SEBI (SBEB) Regulations, SEBI LODR and other applicable laws unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted Awards under SIP 2022.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to take necessary steps for receipt of necessary approval(s) for listing and trading of the Equity Shares to be allotted under SIP 2022 on the stock exchanges, where the Equity Shares are listed in compliance with the provisions of SEBI LODR and other applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to SIP 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of SIP 2022, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/

or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of SIP 2022 and to take all such steps and do all such acts as may be incidental or ancillary thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any other committee of the Board of Directors or to any Key Managerial Personnel, with power to further delegate such powers to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

**8. Extension of the Birlasoft Share Incentive Plan-2022 to the employees of the subsidiary company(ies) of the Company**

To consider and approve extension of "Birlasoft Share Incentive Plan-2022" ("SIP 2022") to the employees of the subsidiary company(ies); and in this regard, to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debenture) Rules, 2014, read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Foreign Exchange Management Act, 1999, and the rules, circulars and regulations made thereunder ("FEMA") (including any statutory amendment(s), modification(s) or re-enactment(s) for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors [hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee designated to act as the 'Compensation Committee' under SEBI (SBEB) Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this resolution], to the extent the benefit of "Birlasoft Share Incentive Plan-2022" ("SIP 2022") to or for the benefit of such person(s) who are the employees of the subsidiary company(ies), if any, as per the terms of SIP 2022, whether working in India or outside India, including any managing or

whole-time director(s) or non-executive director(s) who is not promoter or member of promoter group of the Company excluding independent director(s), as selected by the Board of Directors in accordance with SIP 2022 but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s), who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company ("Eligible Employees") at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with SIP 2022 and applicable law.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company upon the exercise of PSUs/RSUs, shall rank *pari passu* in all respect including dividend with then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in SIP 2022, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, SEBI (SBEB) Regulations, SEBI LODR and other applicable laws unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted Awards under SIP 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to take necessary steps for receipt of necessary approval(s) for listing and trading of the Equity Shares to be allotted under SIP 2022 on the stock exchanges, where the Equity Shares are listed in compliance with the provisions of SEBI LODR and other applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to SIP 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any other committee of the Board of Directors or to any Key Managerial Personnel, with power to further delegate such powers to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

By order of the Board of Directors  
For **Birlasoft Limited**

Noida  
May 23, 2022

Sneha Padve  
**Company Secretary**  
Membership Number: A9678

**NOTES:**

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the special business under Item Nos. 5, 6, 7 & 8 of the Notice, is annexed hereto.
- The relevant details, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at the 31<sup>st</sup> Annual General Meeting ("the AGM") is also annexed hereto.
- Pursuant to General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) and other circulars issued from time to time (hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and SEBI LODR, the AGM of the Company is being conducted through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility, which does not require physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
- The Company has engaged the services of National Securities Depository Limited ("NSDL") as the authorized agency for conducting of the AGM through VC/OAVM facility and for providing electronic voting ("e-voting") facility to its members, to exercise their votes through the remote e-voting and e-voting at the AGM.
- In compliance with the Circulars, the AGM Notice and the Annual Report 2021-22, including Financial Statements (along with Board's Report, Auditor's Reports or other documents required to be attached therewith), are being sent only through electronic mode to those members whose e-mail IDs are registered with the Registrar & Transfer Agent ("RTA") or respective Depository Participants ("DPs"). Members may note that the AGM Notice and Annual Report 2021-22 are also available on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings>, websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
- In terms of the Circulars, since the physical attendance of the members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the members under Section 105 of the Act, will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
- Since the AGM will be held through VC/OAVM, the venue route map is not annexed to this Notice.

- The Company has fixed **Friday, July 15, 2022**, as the "**Record Date**" for determining eligibility of the members to receive final dividend for the financial year ended March 31, 2022, if approved at the AGM.
- The "**Cut-off Date**" for determining eligibility of the members for the purpose of remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM is **Wednesday, July 27, 2022**.
- Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote through remote e-voting & e-voting at the AGM.
- Institutional/corporate members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG Format) of its Board or governing body Resolution/Authority letter, etc. along with attested specimen signature of the duly authorized signatory(ies), authorizing its representative to attend the AGM through VC/OAVM facility on its behalf and to vote through remote e-voting, to the Scrutinizer by e-mail through its registered e-mail ID to [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- Attendance of the members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Further, all resolutions mentioned in this Notice shall be passed through the facility of remote e-voting and e-voting at the AGM.
- In case of joint holders attending the AGM through VC/OAVM facility, only such joint holder who is higher in the order of names as per the Register of Members or in the Register of Beneficial Owners maintained by the Depositories will be entitled for e-voting at the AGM.
- Facility to join the AGM shall be opened 20 (twenty) minutes before the scheduled time of the AGM and shall be kept open for the members throughout the proceedings of the AGM. The procedure to join the AGM is mentioned in the "Instructions for electronic voting by members" annexed hereto.
- The facility of participation at the AGM through VC/OAVM, provided by NSDL, allows participation for 1,000 members on first-come-first-served basis principle. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis principle.
- If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to Deduction of Tax at Source ("TDS") will be made within the statutory time limit of 30 days.

Payment of such dividend shall be made through electronic mode to the members who have updated their bank account details. In the event the Company is unable to pay dividend to any member through electronic mode, due to non-registration of the electronic bank mandate, the Company shall dispatch the dividend warrant/bankers' cheque/demand draft to such member.

- In terms of the provisions of the Income-tax Act, 1961, dividend paid or distributed by a Company shall be taxable in the hands of the members. The Company shall, therefore, be required to deduct TDS at the time of payment of dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of the member.

As it is important for the Company to receive the relevant information from members to determine the rate of tax deduction, the members are requested to furnish relevant documentation in the prescribed manner on the portal of RTA on or before **Friday, July 15, 2022 (06:00 p.m. IST)**. The applicable TDS rate for dividends and documents to be furnished by each category of members is given in the "Annexure – TDS on Dividend", annexed hereto. The relevant documents can be uploaded on RTA portal at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

The information given in the said Annexure may not be exhaustive and the members should evaluate on their own about the category for which they should furnish the documents. In absence of all the relevant documents, the Company shall determine TDS rate based on information available with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form).

Please note that the duly completed & signed documents should be uploaded on the portal of the RTA on or before **Friday, July 15, 2022 (06:00 p.m. IST)**. Ambiguous, incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after the abovementioned date & time.

Members are also requested to update changes in their Residential Status, if any, with the RTA (for shares held in physical form) & the DPs (for shares held in dematerialized form), along with the supporting documents.

If the PAN is not as per the database of the Income-tax portal, it would be considered as an invalid PAN. Further, individual members are requested to link their Aadhaar number with the PAN.

In case TDS is deducted at a higher rate in the absence of receipt of the specified details/documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return, only in case your valid PAN is registered with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form). No claim shall lie against the Company for such taxes deducted.

Members should note that any document/form not uploaded on the portal will not be considered for the purpose of processing and shall be rejected, therefore, it should be uploaded on the portal only.

Members who have uploaded documents on the portal of the RTA should also forward the originals to the Company subsequently.

All queries with respect to TDS on dividend and submission of relevant documentation should be sent to [tax@birlasoft.com](mailto:tax@birlasoft.com).

Information with respect to the same is also available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info>.

- Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, PAN, mandates, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialized form; and to the RTA of the Company at Link Intime India Private Limited (Attention - Sandip Pawar) Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001, Telephone: +91-20-26161629, E-mail: [pune@linkintime.co.in](mailto:pune@linkintime.co.in) in case the shares are held by them in physical form.

- Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, read together with circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, to avoid freezing of their folios on or after April 1, 2023, as per below:

- Members holding shares in physical form:** to the Company's RTA - Link Intime India Private Limited, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the members for furnishing these details. The formats can be downloaded from RTA's website at [www.linkintime.co.in](http://www.linkintime.co.in) > Resources > Downloads > KYC > Formats for KYC and such formats are also available on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info>.
- Members holding shares in dematerialized form:** to their respective DPs as per the procedure prescribed by them.

- Members may further note that SEBI vide circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info> and also available on the website of the RTA at <https://linkintime.co.in/downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of SEBI LODR and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified formats, which are available on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info> and also available on the RTA's website at <https://linkintime.co.in/downloads.html>. Members are requested to submit the said details to their respective DP, in case the shares are in dematerialized form and to the RTA, in case the shares are held in physical form.
22. Members are requested to:
- quote their Registered Folio number in case of shares in physical form and DP ID and Client ID in case of shares in dematerialized form, in their correspondence(s) to the Company.
  - direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the RTA of the Company.
23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company or the RTA of any change in address or nominee, if any appointed, to notify demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the respective DPs and holdings should be verified from time to time.
24. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM, are requested to write to the Company so as to reach them atleast 7 (seven) days before the date of the AGM, through e-mail on [contactus@birlasoft.com](mailto:contactus@birlasoft.com). The same will be replied by the Company suitably.
25. A certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Plans are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time and in accordance with the resolutions passed by the members, will be available electronically for inspection by the members during the AGM.
26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.
27. All other documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [secretarial@birlasoft.com](mailto:secretarial@birlasoft.com).
28. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2013-14, from

time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Members wishing to claim the unpaid dividend, are requested to correspond with the RTA of the Company at Link Intime India Private Limited (Attention - Sandip Pawar) Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001, Telephone: +91-20-26161629, E-mail: [pune@linkintime.co.in](mailto:pune@linkintime.co.in).

Members are requested to note that as per Section 124 of the Act, dividend which are not encashed or claimed within 7 (seven) years from the date of transfer of the dividend to the Company's Unpaid Dividend Account, will be transferred to IEPF.

Please note that pursuant to the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ("Rules") as amended from time to time, shares in respect of such dividend will also be transferred to IEPF including all benefits accruing on such shares. The Company has sent out individual communication to the members whose dividends remain unclaimed for 7 (seven) years and published an advertisement in newspapers, inviting such members to claim their dividend. The information in respect of such shares is uploaded on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Accordingly, during the year, the Company has transferred an amount of ₹ 1,444,978/- being unclaimed dividend and 9,517 corresponding shares to IEPF, pertaining to the financial year 2013-14.

Members can claim back such dividend and shares including all benefits accruing on such shares from IEPF Authority after following the procedure prescribed in the Rules, by filing Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). As per the Rules, members can file only one consolidated claim in a financial year.

29. Pursuant to the provisions of Section 108 of the Act, read with the corresponding Rules made thereunder, and Regulation 44 of SEBI LODR, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing a facility to its members to exercise their votes electronically through the e-voting facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized form, physical form and for members who have not registered their e-mail ID is provided in the "Instructions for electronic voting by members" which forms part of this Notice. The Board has appointed Jayavant Bhav - Proprietor of J. B. Bhav & Co., Practising Company Secretaries (Membership No. - F4266), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Any person who becomes a member of the Company after the dispatch of this Notice and holding shares as on the Cut-off Date may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), to cast his/her vote. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

[Pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act'), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')]

### Item No.: 5

The members of the Company had at the Annual General Meeting of the Company held on August 7, 2019, approved the appointment of Dharminder Kapoor ("DK") as the Chief Executive Officer (CEO) & Managing Director of the Company for a period of 3 (three) years effective June 1, 2019, upto May 31, 2022, along with other terms & conditions of appointment, including payment of remuneration.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on May 23, 2022, subject to the approval of members, has re-appointed DK as CEO & Managing Director of the Company for a further period of 3 (three) years commencing from June 1, 2022, in accordance with the provisions of Sections 196, 197 and 203 and Schedule V of the Act. The Act also requires approval of the members of the Company for the said appointment and remuneration.

Accordingly, it is proposed to re-appoint DK as the CEO & Managing Director of the Company, liable to retire by rotation and to hold office for a further term of 3 (three) years with effect from June 1, 2022.

A brief profile of DK and additional details of DK required under Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

Brief terms and conditions of his re-appointment and remuneration as recommended by the Nomination and Remuneration Committee are as below:

### Remuneration:

- a) Basic salary and allowances in the range of ₹ 4.75 Cr. to ₹ 6.28 Cr. per annum. Within this range, the aggregate of basic salary and allowances may be revised by the Board of Directors or the Nomination and Remuneration Committee of the Board of Directors, from time to time.
- b) The following perquisites shall be allowed to DK, as part of and/or in addition to basic salary and allowances as mentioned above:
  - Company's contribution to Provident Fund and Superannuation/Annuity Fund as per the policy of the Company in force, from time to time;
  - Gratuity as per the policy of the Company in force, from time to time;
  - Encashment of leave as per the rules of the Company in force, from time to time;
  - Car lease facility as per the policy of the Company in force, from time to time;
  - Group medical insurance and group personal accident insurance as per the policy of the Company in force, from time to time; and

- Annual club membership fees payable, up to a maximum of ₹ 10,00,000 (Rupees Ten Lakhs only) per annum, in connection with DK's membership in one club of his choice.
- c) Incentive/performance bonus/variable pay (by whatever name called) will be paid based on defined KRAs/BSCs and his performance against it and will be payable to him as per the incentive policy of the Company. DK will be eligible to receive annual variable pay consisting of annual target performance bonus. Final variable incentive amount shall be decided by the Board of Directors or the Nomination and Remuneration Committee from time to time.
- d) Cash Incentive under the Long-Term Cash Incentive Program of the Company.
- e) Employee Stock Options/Restricted Stock Units/Performance Stock Units under various ESOP Schemes of the Company.

### Other Terms:

- f) DK shall be entitled to compensation for loss of office as provided in Section 202 of the Act.
- g) No sitting fees shall be paid to DK for attending meetings of the Board of Directors or any Committee of the Board.
- h) The contract of appointment of DK is terminable by either the Board of Directors or by DK giving to the other 3 (three) months notice in writing.
- i) DK will continue to be designated as Chief Executive Officer & Managing Director of the Company, and thus a Key Managerial Personnel.
- j) DK shall continue to be liable to retire by rotation and this re-appointment shall be subject to his continuance as a Director of the Company during the term of this re-appointment.

For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of DK will be considered as continuous and this re-appointment including the re-appointment on account of retirement of rotation will not be considered as any break in service.

The Nomination and Remuneration Committee or the Board of Directors of the Company may, at its discretion revise or restructure the remuneration or revise other terms and conditions, from time to time, in accordance with the provisions of the Section 197 of the Act read with Schedule V thereto.

DK satisfies the applicable conditions set out in sub-section (3) of Section 196 of the Act and Part-I of Schedule V thereto for being re-appointed as the CEO & Managing Director of the Company.

Based on the performance evaluation of DK as the CEO & Managing Director of the Company, considering his knowledge of

various aspects relating to the Company's affairs, long business experience and his contribution as a leader in the growth of the Company, the Board considers that the continued association of DK would be in the best interest of the Company.

The draft service agreement proposed to be entered into between the Company and DK is available for inspection by the members in the manner provided in the Notes to this Notice.

DK is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except DK and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 5 of this Notice, for approval of members of the Company.

#### Item No.: 6

As per the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V thereof and the Rules made thereunder, the maximum managerial remuneration payable to the managing director in respect of any financial year may exceed 5% of the net profits of the Company, calculated as per Section 198 of the Act, provided the same is approved by the members of the Company by way of a special resolution.

For the purpose of assessing the proportion of the remuneration to the net profits of the Company, all elements of remuneration package such as salary, benefits, bonuses, stock option, pension, perquisite etc. are taken into consideration.

Pursuant to the approval of the Nomination and Remuneration Committee, from time to time, Dharmander Kapoor ("DK") – Chief Executive Officer ("CEO") & Managing Director of the Company (DIN: 08443715), has been granted Stock Options ("Options") and Restricted Stock Units ("RSUs") under "Special Purpose Birlasoft - Employee Stock Option Plan 2019" ("ESOP 2019") and "Birlasoft Share Incentive Plan 2019" ("SIP 2019") as part of his compensation package. The details of these grants have been appropriately disclosed in the Annual Reports of the Company. DK may continue to be granted Options/RSUs in accordance with existing or future ESOP Schemes of the Company.

The perquisite value of the Options/RSUs, if any, exercised by DK during any financial year will become a part of his total remuneration. The perquisite value is the differential value between the fair market price of shares on the date of exercise of Options/RSUs and the exercise price. The perquisite value is directly linked to the fair market value of the shares of the Company on the date of exercise of Options/RSUs.

During the financial year 2021-22, as per vesting schedule under ESOP 2019 & SIP 2019, certain number of Options & RSUs have vested. Further, in the financial year 2022-23, as per the vesting schedule under SIP 2019, certain number of Options/RSUs are due for vesting. Taking into account the perquisite value which will get added to his remuneration, the total managerial remuneration payable to him will exceed 5% of the net profits of the Company.

In view of the above, the Nomination and Remuneration Committee, the Board of Directors of the Company in their respective meetings held on May 21, 2022 and May 23, 2022, approved and recommended to the members, an increase in the managerial remuneration limit payable to DK in excess of 5% of the net profits of the Company (computed in the manner as laid down in Section 198 of the Act). This has been proposed by the Board to primarily facilitate exercise of Options/RSUs granted to and vested unto DK pursuant to the grants made under ESOP 2019 and SIP 2019 and will not entail any additional cash outflow for the Company.

If DK exercises all the Options/RSUs which he is entitled to exercise, the aggregate remuneration payable by the Company to DK including perquisite value is likely to exceed the limits stipulated under the Act.

Taking into consideration the present value of the shares of the Company and the number of Options and RSUs which can be exercised by DK in any financial year(s) during his tenure of re-appointment and the remuneration payable to the Non-Executive Directors of the Company, the value of the aggregate remuneration payable to all Directors of the Company is not likely to exceed 18% of the net profits of the Company.

Further, pursuant to the provisions of Section 197 and other applicable provisions of the Act, read with Schedule V thereof and the Rules made thereunder, the total managerial remuneration payable by a company to its Directors, including Managing Director, Whole-Time Director and Manager, if any, in respect of any financial year may exceed 11% of the net profits of the Company, provided the same is approved by the members of the Company.

In the premises aforesaid, the members are requested to consider increase in the overall maximum limit of managerial remuneration payable by the Company during the tenure of DK as CEO & Managing Director of the Company, to the extent it will exceed 11% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Act.

Further, pursuant to the provisions of Section 197 of the Act, the members of the Company at the 28<sup>th</sup> Annual General Meeting held on August 7, 2019, had accorded their approval for payment of commission to the Non-Executive Directors of the Company, not exceeding 1% of net profits (computed in the manner as laid down in Section 198 of the Act), for a period of five years commencing from the financial year 2019-20. The Company does not propose to modify or alter the said limit of 1%.

DK is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except DK and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution for approval of members of the Company, as set out at Item No. 6 of the Notice.

#### Item Nos.: 7 & 8

In today's competitive world, the employees of a Company are its most important resource and asset. Your Company fully recognizes the same and therefore, wants its employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company(ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Subsidiary Company(ies) on the growth path. To this end, the Company intends to grant its selected employees Performance Stock Units ("PSUs")/Restrictive Stock Units ("RSUs") (collectively referred to as "Awards"), with a view to attract and retain key talents working with the Company and its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

While the Awards envisage issuance of both RSUs and PSUs, the major difference between them being the RSUs will have a time-based vesting criterion and will vest in the award holder accordingly. That said, the vesting of PSUs in the award holder shall be subject to the Company's and individual's performance along with the time-based criterion.

With the above objective, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the Compensation Committee ("Remuneration Committee") under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB) Regulations") has proposed 'Birlasoft Share Incentive Plan-2022' ("SIP 2022"). SIP 2022 has been formulated in accordance with SEBI (SBEB) Regulations. The terms and broad framework of SIP 2022 has been approved by the Board of Directors of the Company through a resolution dated May 23, 2022.

Under SIP 2022, the eligible employees shall be granted PSUs and/or RSUs which will be exercisable into equity shares of Rs. 2/- (Rupees Two) of the Company (the "Equity Shares"). The maximum number of Equity Shares to be issued and allotted under SIP 2022 shall be limited to 50,00,000 (Fifty Lakhs Only) Equity Shares of the Company representing approximately 1.79% of the existing paid-up equity shares of the Company.

SIP 2022 will be administered by the Remuneration Committee of the Board in terms of Regulation 5 of SEBI (SBEB) Regulations.

The salient features, relevant disclosures and details of SIP 2022 are as follows:

#### a. Brief description of SIP 2022

This proposed plan called the "Birlasoft Share Incentive Plan-2022" ("SIP 2022") provides alternatives to the Company to

grant incentives to eligible employees (as selected by the Nomination and Remuneration Committee/Compensation Committee) PSUs/RSUs and subject to applicable law and terms and conditions of SIP 2022, the eligible employees shall be entitled to receive Equity Shares upon fulfilment of those conditions as is determined by the Nomination and Remuneration Committee/Compensation Committee.

Thus, the incentives are intended to reward the eligible employees for their performance and to motivate them to contribute to the growth and profitability of the Company. The objectives of SIP 2022 are:

1. create a sense of ownership and participation amongst the employees;
2. motivate the employees with incentives and reward opportunities;
3. drive entrepreneurship mindset of value creation for the organization;
4. provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
5. achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company

#### b. Total number of PSUs/RSUs to be offered and granted

The total number of PSUs/RSUs that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 50,00,000 (Fifty Lakhs Only) equity shares of ₹ 2/- each (Rupees Two) (the "Equity Shares") being approximately 1.79% of the paid-up equity shares of the Company. Upon exercise, each PSUs/RSUs entitles the relevant grantee to one Equity Share (i.e. one PSU/RSU will entitle the grantee to one Equity Share).

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of PSUs/RSUs and/or the shares to be allotted upon exercise of PSUs/RSUs shall be reasonably adjusted as per the provisions of SIP 2022 and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted PSUs/RSUs under SIP 2022.

PSUs/RSUs not vested due to non-fulfilment of the vesting conditions, vested PSUs/RSUs which the grantees expressly refuse to exercise, PSUs/RSUs (vested and not exercised and unvested) which have been surrendered and any PSUs/RSUs granted but not vested or exercised within

the stipulated time due to any reasons, shall lapse and these PSUs/RSUs or the underlying Equity Shares will be available for grant under the present SIP 2022 or under a new scheme, subject to compliance with applicable laws.

**c. Identification of classes of employees entitled to participate and be beneficiaries in SIP 2022**

Following classes of employees, shall be eligible to participate in SIP 2022:

- (a) An employee of the Company, working in India or outside India;
- (b) Director(s) of the Company whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (c) an employee as defined in (i) or (ii) above of subsidiary company(ies), (including future subsidiary company(ies), if any, in India or outside India.

Following persons are not entitled to participate in SIP 2022:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either himself/herself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The eligibility of an employee shall be determined by the Remuneration Committee as per the eligibility criteria as may be determined by the Board/Remuneration Committee.

**d. Requirements of vesting, period of vesting and maximum period within which the PSUs/RSUs shall be vested**

The Board or the Remuneration Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted PSUs/RSUs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which PSUs/RSUs granted can vest, and which may be specified in the respective grant letters/ award agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the PSUs/RSUs granted would vest will be subject to the minimum and maximum vesting period as specified below.

**Vesting period for PSUs/RSUs:** The PSUs/RSUs would vest not earlier than 1 (one) year or such time period as may be prescribed under the applicable law including but not limited to SEBI (SBEB) Regulations. The vesting schedule (i.e. exact proportion in which and the exact period over which the PSUs/RSUs would vest) would be determined by the Remuneration Committee. The PSUs/RSUs granted under SIP 2022 may vest in one or more tranches. Exercise period would commence from the vesting date and would expire after such period as may be decided by the Remuneration Committee.

**e. Exercise price or pricing formula**

Subject to SEBI (SBEB) Regulations and other applicable laws, if any, the exercise price for PSUs/RSUs shall be decided by the Remuneration Committee as it may deem fit, and in no circumstances, the exercise price shall be less than the face value of the shares of the Company.

**f. Exercise period and the process of exercise**

Exercise period would commence from the vesting date and would expire after such period as may be decided by the Remuneration Committee. If the PSUs/RSUs are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Award holder towards such lapsed Awards.

An employee may exercise the vested PSUs/RSUs within the exercise period by submitting an exercise application to the Company accompanied by the payment of an amount equivalent to the exercise price in respect of such shares and in such manner and on execution of such other documents, as may be prescribed by the Remuneration Committee from time to time.

**g. The appraisal process for determining the eligibility of employees**

The appraisal process for determining the eligibility of the employees will be specified by the Board or the Remuneration Committee from time to time, and will be based on criteria, such as level, role/criticality of the employee, length of service with the Company, work performance, and such other criteria that may be determined by the Board or the Remuneration Committee, as applicable, at its sole discretion. The Board or the Remuneration Committee may decide to extend the benefits of SIP 2022 to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

**h. Maximum number of PSUs/RSUs to be issued per employee and in aggregate**

The maximum number of PSUs/RSUs to be granted to any eligible employee shall be decided by the Board or Remuneration Committee. However, the number of PSUs/RSUs that may be granted to a single eligible employee, under SIP 2022 during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of PSUs/RSUs (which shall be adjusted in lieu of adjustments/reorganization of capital structure of the Company from time to time).

The aggregate of all such PSUs/RSUs shall not result into more than 50,00,000 (Fifty Lakhs Only) Equity Shares at any time which shall be adjusted in lieu of corporate actions, adjustments/reorganization of capital structure of the Company from time to time.

**i. Maximum quantum of benefits to be provided per employee under SIP 2022**

The maximum quantum of benefits underlying the PSUs/RSUs granted to an eligible employee shall be equal to the

appreciation in the value of the Company's equity shares determined as on the date of exercise of PSUs/RSUs, on the basis of difference between the PSUs/RSUs Exercise Price and the Market Price of the Equity Shares on the exercise date.

**j. Lock-in period, if any**

There is no lock-in period.

**k. Whether SIP 2022 is to be implemented and administered directly by the Company or through a trust**

The Company shall directly implement and administer SIP 2022 through the Board/the Remuneration Committee.

**l. Whether SIP 2022 involves new issue of Equity Shares by the Company or secondary acquisition by the trust or both**

SIP 2022 contemplates only issue of new shares by the Company.

**m. The amount of loan to be provided for implementation of SIP 2022 by the Company to the trust, its tenure, utilization, repayment terms, etc.**

The Company will not create a trust for the implementation of SIP 2022.

**n. Maximum percentage of secondary acquisition that can be made by the trust for the purpose of SIP 2022**

Not applicable.

**o. Method of PSUs/RSUs valuation**

The Company shall use such valuation method(s) as may be prescribed from time to time in accordance with applicable laws for valuation of the PSUs/RSUs granted, to calculate the employee compensation cost.

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

**p. Transferability of PSUs/RSUs**

The PSUs/RSUs granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an Award holder while in employment, the right to exercise all the PSUs/RSUs granted to him till such date shall vest in the legal heir(s) or nominee(s) of such Award holder, in accordance with the provisions of SIP 2022.

**q. The conditions under which PSUs/RSUs vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time**

**period within which the employee shall exercise the vested awards in the event of a proposed termination of employment or resignation of an employee**

If an Award holder's employment is terminated with the Company for 'Cause' [as specified in SIP 2022 (cause includes acts such as e.g. misconduct, fraud, misrepresentation etc. as detailed in SIP 2022)], then all the vested awards (but not exercised) and unvested awards shall lapse and be cancelled forthwith. The Company shall not have any obligation towards such lapsed PSUs/RSUs.

If an Award holder's employment is terminated with the Company for any other reasons other than the 'Cause' (as specified in SIP 2022), then the treatment of the unvested PSUs/RSUs shall be at the discretion of the Remuneration Committee.

As regards the vested PSUs/RSUs, the Award holder shall be entitled to exercise the vested PSUs/RSUs within 3 (three) months from the date of termination/resignation/superannuation, failing which such vested PSUs/RSUs shall lapse and be cancelled forthwith. There shall be no further obligation of the Company towards the Award holder with regard to lapsed Award(s).

**r. Disclosure and accounting policies**

The Company shall comply with such applicable disclosure and accounting policies as prescribed by SEBI (SBEB) Regulations and those prescribed by the concerned authorities from time to time.

**s. Terms & conditions for buyback, if any, of specified securities covered under these regulations**

None.

**t. Other terms**

The Board or Remuneration Committee shall have the absolute authority to vary or modify the terms of SIP 2022 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including terms of SEBI (SBEB) Regulations or Regulations that may be issued by any appropriate authority, from time to time, unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted PSUs/RSUs under SIP 2022.

Regulation 6(1) of SEBI (SBEB) Regulations requires that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution in a general meeting. Further, as SIP 2022 entails further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Act. Accordingly, the Special Resolution set out at Item No. 7 of this Notice is proposed for approval by the members.

As per Regulation 6(3) of SEBI (SBEB) Regulations, a separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the Subsidiary Company(ies), if

any. Accordingly, the Special Resolution set out at Item No. 8 of this Notice is proposed for approval by the members.

The PSUs/RsUs to be granted under SIP 2022 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. SIP 2022 conforms to SEBI (SBEB) Regulations.

The draft SIP 2022 is available for inspection by the members in the manner provided in the Notes to this Notice.

Directors/Key Managerial Personnel of the Company/their relatives who may be granted PSUs/RsUs under SIP 2022

may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 7 and 8 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution(s).

The Board of Directors recommends Special Resolutions mentioned in item nos. 7 and 8 of the Notice for approval of the members of the Company.

#### ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Details of Director seeking re-appointment at the Annual General Meeting as per Regulation 36 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India

Particulars	Dharmander Kapoor
Director Identification Number	08443715
Age	55 years
Qualification	Masters of Computer Application
Experience	31 years
Expertise in specific functional areas	Kindly refer report on the Corporate Governance annexed to this Annual Report.
Brief resume of the Director	<p>Dharmander Kapoor ("DK") is the Chief Executive Officer ("CEO") &amp; Managing Director ("MD") of the Company. DK has a Master's degree in Computers from Kurukshetra University, India, and is an industry-veteran with over 30 years of experience and is recognized as a potent thought leader in the IT industry.</p> <p>DK joined Birlasoft in 2014 as its Chief Operating Officer ("COO") and in his role as the COO, DK managed the global delivery, business development and other enabling functions of the Company. As its COO, DK led the divestiture of Birlasoft's legacy business paving the way for a newer go-to-market and client engagement model for the Company. DK was elevated as the CEO &amp; MD of the Company in 2019 and he has shaped the Company's strategy pivoted on the Enterprise to the Power of Digital™ framework, focusing on next-generation digital services offerings. He has also led the successful integration of the erstwhile Birlasoft and KPIT IT services businesses.</p> <p>DK is known to be an exceptional leader, who takes pride in building leaders and competitive teams. He has a very keen eye on creating a balance between "fundamentals" to build organization's resilience and "transformation" to help the organization pursue non-linear growth. His in-depth technical skills and impressive experience in Transformation Services has helped Birlasoft develop key IPs (3rdEye, ValueISM, Enterprise Digital, etc.) in delivering differentiated value to its clients. He is a regular speaker at industry events and he also is an avid contributor in various publications through his thought leadership articles.</p> <p>Painting, sharing his life lessons, reimagining and penning down his thoughts through blogs stem out of his creativity and demonstrate his passion towards life and work.</p>
Date of first appointment	June 1, 2019
Terms and conditions of re-appointment	Kindly refer Explanatory Statement for Item No. 5 of this Notice.
Remuneration last drawn	Kindly refer the Corporate Governance Report section of this Annual Report.
Remuneration proposed to be given	Kindly refer Explanatory Statement for Item No. 5 of this Notice.
Number of Board meetings of the Company attended during the year	Kindly refer report on the Corporate Governance annexed to this Annual Report.

Particulars	Dharmander Kapoor
Listed entities in which the person holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil
Directorships held in other Companies/Branches (as on March 31, 2022)	a) Birlasoft Solutions Limited (UK) b) Birlasoft Solutions France c) Birlasoft Solutions Inc. (USA) d) Birlasoft Consulting Inc. (USA) e) Birlasoft Computer Corporation (USA) f) Birlasoft Technologies Canada Corporation g) Birlasoft Solutions Ltda. (Brazil) h) Birlasoft Solutions Mexico S.A. DE C.V. i) Birlasoft Solutions ME FZE (UAE) j) Birlasoft (UK) Limited k) Birlasoft Solutions Limited – Spain Branch
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	7,56,245
Relationship with other Directors and Key Managerial Personnel or their respective relatives	N.A.

#### ANNEXURE – TDS ON DIVIDEND

Companies paying dividend are required to withhold tax at the applicable tax rates (unless otherwise exempted, TDS rate is 10% for resident members with valid PAN, 20% for resident members without PAN or invalid PAN and rates prescribed under the Income-tax Act, 1961 ("IT Act") or Tax Treaty, read with Multilateral Instruments, if applicable, for non-resident members). No withholding of tax is applicable if the dividend payable to resident individual members is upto ₹ 5,000/- p.a.

Section 206AB has been introduced by the Finance Act, 2021, whereby TDS will be higher of the following:

- Twice the rate specified in the relevant provision of the IT Act; or
- Twice the rate or rates in force; or
- the rate of 5%;

in case a person has not filed his/her return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his /her case is rupees fifty thousand or more in the said previous year. The status of filing of Return of Income by the members would be verified from the functionality provided by the Indian Income Tax authorities. The Company would solely rely on the information available on the Income Tax portal in this regard.

In order to provide exemption from TDS or apply lower rate of TDS or consider benefit of relevant Double Taxation Avoidance Agreement ("DTAA") with India as may be applicable, the documents prescribed for each category of member (as per the eligibility) must be uploaded on the portal of RTA at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The format of relevant documents is available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info>. If the documents are found in accordance with the provisions of the IT Act the same shall be considered while deducting the taxes.

If the dividend income is assessable to tax in the hands of a person other than the registered member as on the Record Date, the registered member is required to furnish a declaration to the Company containing the name, address, PAN, beneficiary account no. (16 digits), number of shares of the person to whom TDS credit is to be given, tax residential status of the beneficiary and reason for giving credit to such person on or before **Friday, July 15, 2022 (06:00 p.m. IST)**. **Details or information received after this date will not be considered.**



To summarize, dividend will be paid after deducting the tax at source as under:

**For Resident Members:**

Particulars	Applicable Rate	Documents required (if any)
<b>With PAN</b>	10% (subject to Form 15G/Form15H/ lower withholding tax certificate)	a) Form 15G or Form 15H; b) Any other documents as prescribed under the IT Act for lower withholding of taxes, if any, obtained from the Income Tax authorities; and c) PAN or documentary evidence if you are exempt from obtaining PAN.
<b>Without PAN/Invalid PAN/Section 206AB cases</b>	20%	N.A.
<b>An Insurance Company as specified under Section 194 of the IT Act</b>	NIL	a) Copy of registration certification issued by the IRDAI; b) Self-declaration that the insurance company is beneficial owner of the shares held; and c) PAN.
<b>Mutual Fund specified under clause (23D) of Section 10 of the IT Act</b>	NIL	a) Copy of relevant registration documents; b) Self-declaration that the mutual fund is governed by the provisions of Section 10 (23D) of the IT Act; and c) PAN.
<b>Alternative Investment Fund (AIF) established in India</b>	NIL	a) Copy of registration documents; b) Self-declaration that its income is exempt under Section 10 (23FBA) of the IT Act and AIF is established as Category I or Category II AIF under the SEBI Regulations; and c) PAN.

**For Non-Resident Members:**

Particulars	Applicable Rate	Documents required (if any)
<b>a. Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)</b>	20% (plus applicable surcharge and cess) (subject to applicable tax treaty)	a) Copy of Tax Residency Certificate ("TRC") for the financial year 2022-23 obtained from the revenue authorities of the country of residence;
<b>b. Other Non-Resident Members</b>		b) Form 10F for financial year 2022-23; c) Declaration regarding Tax residency and Beneficial ownership of shares; d) Self-declaration for not having Permanent Establishment in India in accordance with the applicable Tax Treaty; e) PAN; f) Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable; and g) In case, member is resident of Singapore, documentary evidence of satisfaction of Article 24 of India-Singapore DTAA.  The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the members.

**INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS**

- Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") (collectively referred to as "the Circulars") and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing facility of electronic voting ("e-voting") to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The Cut-off Date for determining the eligibility of members for voting through remote e-voting and e-voting at the AGM is **Wednesday, July 27, 2022**. The remote e-voting period commences on Friday, July 29, 2022 (09:00 a.m. IST) and ends on Tuesday, August 2, 2022 (05:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Wednesday, July 27, 2022, may cast their vote by remote e-voting. The remote e-voting shall be disabled by NSDL after the remote e-voting period ends. Once the vote is cast, the member shall not be allowed to change it subsequently.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting facility.
- Any person holding shares in physical form and non-individual members, who acquires shares of the Company

and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Wednesday, July 27, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Wednesday, July 27, 2022** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".

- The voting rights of members shall be in proportion to the number of shares held by the member as on the Cut-off Date, i.e. Wednesday, July 27, 2022.
- The process and manner for remote e-voting are as under:

**How do I vote electronically using NSDL e-voting system?**




The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on <b>“Access to e-voting”</b> under e-voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speed-e”</b> facility by scanning the QR code mentioned below for seamless voting experience. <b>NSDL Mobile App is available on</b>  </li> </ol>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of <b>e-voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile number &amp; e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-voting website?**

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can login at <https://eservices.nSDL.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?
  - If your e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered**.

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

- Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- “Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for members:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic

means. Members who need assistance before or during the AGM, can also contact on the above-mentioned details.

3. The Board has appointed Jayavant Bhav, Proprietor, J. B. Bhav & Co., Practising Company Secretaries (Membership No. – F4266), as the Scrutinizer to scrutinize e-voting process in a fair and transparent manner.
4. The Chairman will, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the AGM and who have not cast their votes by availing the remote e-voting facility.
5. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting and shall make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by her, within two working days (not exceeding 3 days) from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
6. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.birlasoft.com](http://www.birlasoft.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by her in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

**Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [pune@linkintime.co.in](mailto:pune@linkintime.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies,

individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

**Instructions for members for e-voting on the day of the AGM are as under:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The helpline details of the persons who may be contacted by the member needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM facility through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member

login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the AGM through laptops for better experience.
3. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Facility to join the AGM through VC/OAVM shall be opened 20 (twenty) minutes before the scheduled time of the AGM and shall be kept open for the members throughout the proceedings of the AGM, on first-come-first-served basis principle.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [vikas.jadhav@birlasoft.com](mailto:vikas.jadhav@birlasoft.com) from Wednesday, July 20, 2022 (09:00 a.m. IST) to Wednesday, July 27, 2022 (05:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.