

July 28, 2021

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

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

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

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

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

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

**Subject:** - Proceedings of the Thirtieth Annual General Meeting (“AGM”) of Birlasoft Limited (“the Company”).

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the AGM of the Company held on July 28, 2021.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**



Sneha Padve  
**Company Secretary & Compliance Officer**

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

### Summary of proceedings of the Thirtieth Annual General Meeting of Birlasoft Limited

The Thirtieth Annual General Meeting (“AGM”) of Birlasoft Limited (“the Company”) was held on Wednesday, July 28, 2021, at 04:00 p.m. (IST), through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility, in compliance with the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by the Securities Exchange and Board of India (“the SEBI”) and as per the applicable provisions of the Companies Act, 2013, and the Rules made thereunder. The deemed venue of the AGM was the Registered Office of the Company, i.e., 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057, Maharashtra, India.

The meeting concluded at 05:15 p.m. (IST) [including time allowed for e-voting at the AGM].

The following Directors were present:

Sr. No.	Name	Attended through VC/OAVM from
1	Mrs. Amita Birla - Chairman & Non-Executive Director	London
2	Mr. Chandrakant Birla - Non-Executive Director	London
3	Mr. Ashok Kumar Barat - Independent Director & Chairman of the Audit Committee	Mumbai
4	Mr. Anant Talaulicar - Independent Director & Chairman of the Nomination and Remuneration Committee	Mumbai
5	Ms. Alka Bharucha - Independent Director & Chairman of the Stakeholders Relationship Committee	Ooty
6	Ms. Nandita Gurjar - Independent Director	Bengaluru
7	Mr. Dharmender Kapoor - Chief Executive Officer (“CEO”) & Managing Director	Noida

### In attendance

Sr. No.	Name	Attended through VC/OAVM from
1	Mr. Chandrasekar Thyagarajan - Chief Financial Officer	Noida
2	Ms. Sneha Padve - Company Secretary	Pune
3	Mr. Vikas Jadhav - Head - Investor Relations	Pune
4	Ms. Sucheta Kolhatkar - Representative, B S R & Co. LLP, Statutory Auditor	Pune
5	Ms. Snehal Kulkarni - Representative, Dr. K. R. Chandratre, Secretarial Auditor	Pune
6	Mr. Jayavant B. Bhave - Scrutinizer	Pune

#### Birlasoft Limited

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India

Tel: +91 20 6652 5000 | Fax +91 20 6652 5001 | contactus@birlasoft.com | [www.birlasoft.com](http://www.birlasoft.com)

CIN: L72200PN1990PLC059594

## Quorum

A total of 74 members attended the meeting.

## Chairman

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

## Proceedings

Ms. Sneha Padve - Company Secretary, welcomed the members of the Company and briefed them about the process to participate at the meeting. The requisite quorum being present as per the requirements, the Company Secretary called the meeting to order. Thereafter, Mrs. Amita Birla (“the Chairman”) welcomed the members and requested the other Directors to introduce themselves. The Company Secretary then informed that the statutory registers & documents as required to be kept under the Companies Act, 2013, were open for inspection on the website of the Company. It was further informed that as the AGM was held through VC/OAVM, the facility for appointment of proxies by the members was not applicable and hence, the proxy register was not available for inspection. The members were also briefed about the process for questions & answers and e-voting.

Thereafter, the Chairman delivered her speech followed by a presentation made by Mr. Dharmander Kapoor - CEO & Managing Director of the Company. The Company Secretary informed that there were no observations, qualifications or adverse remarks expressed by the Statutory Auditor & Secretarial Auditor of the Company on the financial statements and matters, which have any material bearing on the functioning of the Company. The Annual Report which was already circulated and the Notice of the Thirtieth Annual General Meeting and the Board’s Report along with annexures were taken as read. All the resolutions were taken up by Mrs. Amita Birla, except for Resolution No. 4 as mentioned in the below table, which was taken up by Mr. Ashok Kumar Barat.

The following items were transacted at the AGM:

Sr. No.	Particulars of Resolution	Type of Resolution
1	Adoption of the audited Financial Statements - standalone	Ordinary
2	Adoption of audited Financial Statements - consolidated	Ordinary
3	Confirmation of interim dividend and declaration of final dividend	Ordinary
4	Re-appointment of Mrs. Amita Birla as a Director liable to retire by rotation	Ordinary
5	Increase in the managerial remuneration limit payable to Mr. Dharmander Kapoor - 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 15%, for the financial year 2021-22.	Special

Thereafter, the speaker members were invited to ask their questions and give their opinions and suggestions, if any, and the same were addressed.

### Birlasoft Limited

Mr. Jayavant Bhavé, Proprietor - J. B. Bhavé & Co., Company Secretaries (Membership No. - F4266), was appointed as the Scrutinizer to scrutinize the votes cast through e-voting at the AGM & remote e-voting and submit a consolidated report thereon. The Consolidated Scrutinizer's Report in prescribed format along with the details of the voting results (remote e-voting & e-voting at the AGM) on all the resolutions as set out in the Notice of AGM, pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, will be submitted to the Stock Exchanges within prescribed timelines.

The Chairman authorized the Company Secretary to receive the Scrutinizer's Report & related documents, declare the result and submit the same to the Stock Exchanges.

These reports will also be uploaded on the website of the Company and on the website of National Securities Depository Limited.

A vote of thanks was delivered by Mr. Chandrasekar Thyagarajan - Chief Financial Officer of the Company and the voting lines were kept open for 15 minutes for the members to vote.

Thereafter, the meeting was concluded.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**

*S Padve*



Sneha Padve  
Company Secretary & Compliance Officer