

May 15, 2024

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

National Stock Exchange of India Limited,
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: - Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024, under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“the SEBI (LODR) Regulations, 2015”].

Dear Sir / Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, please find enclosed, the Annual Secretarial Compliance report for the year ended March 31, 2024, issued by Dr. K. R. Chandratre, Practicing Company Secretary and Secretarial Auditor of the Company.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For Birlasoft Limited



Sneha Padve
Company Secretary & Compliance Officer
Membership No. ACS 9678

Encl.: - As mentioned above.

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

CIN: L72200PN1990PLC059594

DR. K. R. CHANDRATRE

FCS, M Com, LL B, Ph D

PRACTISING COMPANY SECRETARY

'Purtata', 15, Milan Co-op. Housing Society, Mayur Colony,
Kothrud, Pune – 411 038

Telephones – Office: 9307670759, Mobile: 9881235586

Email- krchandratre@gmail.com; krchandratreoffice@gmail.com

Website: www.drkrchandratre.net

Secretarial compliance report of Birlasoft Limited for the year ended 31 March, 2024.

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Birlasoft Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2024** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Listed Entity during the Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
(**Not applicable to the Listed Entity during the Review Period**);

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Listed Entity during the Review Period)**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013 and dealing with client;

and clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries”; (Not applicable to the Listed Entity during the Review Period

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations /circulars /guidelines including Specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action (Advisory /Clarification /Fine /Show Cause Notice /Warning, etc.) | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|---------------------------|------------|-----------------|--|----------------------|-------------|--|---------------------|---------|
| NA | | | | | | | | | | |

- (b) The Listed entity has taken the following actions to comply with the observations made in the previous reports:

| Sr. No. | Compliance Requirement (Regulations /circulars /guidelines including Specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action (Advisory /Clarification /Fine /Show Cause Notice /Warning, etc.) | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|---------------------------|------------|-----------------|--|----------------------|-------------|--|---------------------|---------|
| NA | | | | | | | | | | |

I further report the compliance status of the listed entity in respect of the items stated in the following table :

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS* |
|---------|--|-------------------------------|--------------------------------|
| 1 | <u>Secretarial Standards</u> <u>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by The Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</u> | Yes | Nil |
| 2 | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | Nil |
| 3 | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) of the SEBI LODR, 2015 are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | Nil |

| | | | |
|---|--|---------------|--------------------------------------|
| 4 | <u>Disqualification of Director:</u> None of the Directors of the Listed Entity is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity | Yes | Nil |
| 5 | <u>Details related to Subsidiaries of listed entity examined with respect to:</u> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries | Yes | Nil |
| 6 | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI LODR, 2015 | Yes | Nil |
| 7 | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations | Yes | Nil |
| 8 | <u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case where no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | Yes NA | Nil No such instance observed |
| 9 | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI LODR, 2015 within the time limits prescribed thereunder. | Yes | Nil |

| | | | |
|----|--|-----|-----|
| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | Nil |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Action has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | Yes | Nil |
| 12 | <u>Additional non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulations/circulars/guidance notes, etc. | Yes | Nil |

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Assumptions and Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

KISHOR
RAMDAS
CHANDRATRE

Digitally signed by KISHOR
RAMDAS CHANDRATRE
Date: 2024.04.29 16:24:02
+05'30'

Dr. K. R. Chandratre
FCS No.: 1370, C. P. No.: 5144
Unique Identification No.: F001370F000267790
Peer Review Certificate No.: 1206/2021

Place: Pune
Date: 29 April 2024