

July 30, 2020

**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 Twenty Ninth Annual General Meeting (“AGM”) of Birlasoft Limited.

Dear Sir / Madam,

Please find enclosed herewith Notice of the Twenty Ninth AGM of the Company, to be held on Wednesday, August 26, 2020.

Request you to take note of the same.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**  
(Formerly *KPIT Technologies Limited*)

Sneha Padve  
**Company Secretary & Compliance Officer**

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

**Birlasoft Limited**

(Formerly *KPIT Technologies 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](mailto:contactus@birlasoft.com) | [www.birlasoft.com](http://www.birlasoft.com)

CIN: L72200PN1990PLC059594

## BIRLASOFT LIMITED

(formerly KPIT Technologies Limited)

CIN: L72200PN1990PLC059594

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

Tel.: +91-20-66525000 | Fax: +91-20-66525001 | Email: [contactus@birlasoft.com](mailto:contactus@birlasoft.com) | Website: [www.birlasoft.com](http://www.birlasoft.com)

## NOTICE

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of Birlasoft Limited will be held on Wednesday, August 26, 2020, at 02:30 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 Financial Statements for the financial year ended March 31, 2020, together with the report of the Auditor and the report of the Board of Directors thereon.

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

To receive, consider and adopt the audited Consolidated Financial Statements for the financial year ended March 31, 2020, together with the report of the Auditor thereon.

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

To confirm the payment of interim dividend and to declare final dividend for the financial year ended March 31, 2020.

[The Board of Directors had declared an interim dividend of ₹ 1/- (50%) per equity share of face value of ₹ 2/- each on the paid-up equity share capital of the Company on January 31, 2020. Further, the Board of Directors has recommended a final dividend of ₹ 1/- (50%) per equity share of face value of ₹ 2/- each].

#### 4. Re-appointment of Mr. Chandrakant Birla as a Director liable to retire by rotation

To appoint a Director in place of Mr. Chandrakant Birla (Director Identification Number: 00118473), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 5. Approval of requests received from certain shareholders for re-classification of their shareholding from “Promoter and Promoter Group” category to “Public” category

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (“Listing Regulations”), and subject to necessary approvals from BSE Limited, National Stock Exchange of India Limited, and such other approvals as may be necessary, the requests received from the following shareholders for re-classification of their shareholding in the Company from “Promoter and Promoter Group” category to “Public” category and removal of their names from “Promoter and Promoter Group” of the Company, be and are hereby approved by the members of the Company:

Sr. No.	Name of Shareholder
1	Mr. Shashishekar Pandit
2	Ms. Nirmala Pandit
3	Mr. Chinmay Pandit
4	Mr. Kishor Patil
5	Mr. Shrikrishna Patwardhan
6	Mr. Ajay Bhagwat
7	Ms. Ashwini Bhagwat jointly held with Mr. Ajay Bhagwat
8	Mr. Sachin Tikekar
9	Ms. Anupama Patil
10	Proficient Finstock LLP
11	K and P Management Services Private Limited
12	Ms. Hemlata Shende

**RESOLVED FURTHER THAT** upon receipt of the requisite approvals, the Company shall give effect of such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in all other records of the Company and make such applications, intimations, disclosures and/or filings as may be relevant or necessary from such date, as may be appropriate.

**RESOLVED FURTHER THAT** Mr. Dharmander Kapoor - CEO & Managing Director, the Chief Financial Officer, Ms. Sneha Padve - Company Secretary of the Company, be and are hereby jointly and/or severally authorized to submit the applications for re-classification to BSE Limited and National Stock Exchange of India Limited wherein securities of the Company are listed, or any other regulatory body as may be required and to take steps necessary or desirable in this regard.

**RESOLVED FURTHER THAT** Mr. Dharmander Kapoor - CEO & Managing Director, the Chief Financial Officer, Ms. Sneha Padve - Company Secretary of the Company, be and are hereby jointly and/or severally authorized to sign any documents and do any and all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any questions, difficulty or doubt that may arise, in order to give effect to the above resolutions for and on behalf of the Company.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified by any of the Directors or the Chief Financial Officer or the Company Secretary of the Company, be submitted to the concerned authorities and they are requested to act upon the same."

#### **6. Adoption of a new set of Memorandum of Association**

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and 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 subject to the approval of any other statutory authorities, if any, required in this regard, the approval of the members of the Company, be and is hereby accorded to substitute

the existing Memorandum of Association of the Company, with a new set of Memorandum of Association as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one Director, the Chief Financial Officer and Ms. Sneha Padve - Company Secretary of the Company, be and are hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision."

#### **7. Approval of the waiver of recovery of excess remuneration**

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder and as per 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 the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, and subject to the approval of any other statutory authorities, if any, required in this regard, the approval of the members of the Company, be and is hereby accorded for the waiver of the excess remuneration paid to Mr. Anjan Lahiri, Managing Director & CEO (upto May 31, 2019) (Director Identification Number: 06407055), during the financial year 2019-20, which is in excess of maximum remuneration permissible under the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one Director, the Chief Financial Officer and Ms. Sneha Padve - Company Secretary of the Company, be and are hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters and things as may be usual and expedient to implement this decision."

By Order of the Board of Directors  
**For Birlasoft Limited**  
(formerly KPIT Technologies Limited)

Place: Pune  
Date: May 20, 2020

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

## NOTES:

1. 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 to 7 of the Notice, is annexed hereto.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") 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 Twenty Ninth Annual General Meeting ("the AGM") is also annexed hereto.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India ("the SEBI Circular") and in compliance with the provisions of the Act and the Listing Regulations, 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 members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
4. 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.
5. In compliance with the aforesaid MCA circulars, the SEBI Circular, and the Listing Regulations, and owing to the difficulties involved in dispatching physical copies of the AGM Notice and the Annual Report 2019-20, including Financial Statements (along with Board's Report, Auditor's Reports or other documents required to be attached therewith), is 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 2019-20 will also be 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>.

6. Those members whose e-mail IDs, Permanent Account Number ("PAN") are not registered, can register the same as per the below process:

- **Members holding shares in physical form:**

The members of the Company holding shares in physical form and who have not registered their e-mail IDs may get their e-mail IDs registered with our RTA – Link Intime India Private Limited, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) or through their website [www.linkintime.co.in](http://www.linkintime.co.in) > Investor Services > E-mail/Bank Registration > Select "**Birlasoft Limited**" and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and e-mail ID and also upload the image of share certificate in PDF or JPEG format (up to 1 MB) and other supporting documents.

On submission of the member's details, an OTP will be received by the member, which needs to be entered in the link for verification and submit thereafter.

- **Members holding shares in dematerialized form:**

The members are requested to register their e-mail IDs, in respect of shares held in dematerialized form with their respective DPs by following the procedure as prescribed by them.

7. In terms of the MCA 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 voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

8. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to consolidate their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
10. The Company has fixed **Friday, August 14, 2020**, as the **“Record Date”** for determining eligibility of members to receive final dividend for the financial year ended March 31, 2020, if approved at the AGM.
11. The **“Cut-off Date”** for determining the eligibility of members for the purpose of voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM is **Wednesday, August 19, 2020**.
12. Members of the Company under the category of “Institutional Investors” are encouraged to attend and vote at the AGM.
13. Institutional/corporate members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authority letter, etc. alongwith 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).
14. 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.
15. In case of joint holders attending the AGM, 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 to vote at the AGM.
16. 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.
17. 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.
18. 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, as under:
  - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Friday, August 14, 2020; and
  - b. To all the members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the RTA as of the close of business hours on Friday, August 14, 2020.

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, at the earliest once normalcy is restored.
19. The Company is providing following facility for registering the bank account details:

- **Registration of bank account details for members holding shares in physical form:**

The members of the Company holding shares in physical form and who have not registered their bank account details, can get the same registered with our RTA, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) or through their web site [www.linkintime.co.in](http://www.linkintime.co.in) > Investor Services > E-mail/Bank Registration > select “**Birlasoft Limited**” and follow the registration process as guided therein. The members are requested to provide a signed request letter and details such as Name, Folio Number, Certificate Number, PAN, e-mail ID along with the copy of PAN & the cheque leaf with the first named member’s name imprinted in the face of the cheque leaf containing bank name and branch details, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important that the member should submit the request along with a duly signed letter.

On submission of the member’s details, an OTP will be received by the member, which needs to be entered in the link for verification and submit thereafter.

The RTA will verify the documents uploaded and will only take on records for all valid cases.

- **Registration of bank account details for members holding shares in dematerialized form:**

The members of the Company holding shares in dematerialized form and who have not registered their bank details, can get the same registered with their respective DPs by following the procedure prescribed by them.

20. In terms of the provisions of the Income-tax Act, 1961 (“the IT Act”) as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 1, 2020, 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, August 21, 2020 (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://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 with the respective 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, August 21, 2020 (06:00 p.m. IST)**. 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) & DPs (for shares held in dematerialized form), along with the supporting documents.

In case tax on dividend 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. 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 after normalization since physical submission of certain documents is a legal requirement.

A detailed communication with respect to the same is already sent to the members on Thursday, July 16, 2020, whose e-mail IDs are registered with the RTA/ DPs respectively and is also available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

All communications/queries with respect to TDS on dividend and submission of relevant documentation should be sent to our RTA at [bsltaxexemption@linkintime.co.in](mailto:bsltaxexemption@linkintime.co.in) on or before Friday, August 21, 2020 (06:00 p.m. IST).

21. 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 - Mr. 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.
22. As per the provisions of Section 72 of the Act, the members are entitled to nominate a person to whom his/her shares in the Company shall vest by filling up Form No. SH-13. The members holding shares in dematerialized form are requested to submit the said details to their respective DPs; and the members holding shares in physical form are requested to avail this facility by contacting the RTA of the Company at Link Intime India Private Limited (Attention - Mr. 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).
23. Pursuant to the provisions of Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, the members are advised to dematerialize shares held by them in physical form. For the said purposes the members are requested to contact the RTA of the Company at Link Intime India Private Limited (Attention - Mr. 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).
24. Pursuant to Sections 101 and 136 of the Act, read with the relevant Rules issued thereunder, companies can serve Annual Reports and other communications through electronic mode to those members who have registered

their e-mail IDs either with the RTA or with their respective DPs. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow the members to contribute towards a greener environment. This is a golden opportunity for every member of the Company to contribute to the cause of "Green Initiative".

25. 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.
  - take note that SEBI has included the securities of the Company in the list of companies for compulsory settlement of trades in dematerialized form for all the investors effective June 26, 2000. Accordingly, shares of the Company can be traded only in dematerialized form with effect from June 26, 2000. Members holding shares in physical form are, therefore, requested to get their shares dematerialized at the earliest.
26. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company or the RTA of any change in address or 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.
27. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company so as to reach them at least 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.
28. A certificate from the Statutory 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) Regulations, 2014, as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be available electronically for inspection by the members during the AGM.

29. 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, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

30. All documents referred to in the Notice will also be available electronically for inspection, without any fee by the members, from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to [contactus@birlasoft.com](mailto:contactus@birlasoft.com).

31. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2011-12, 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 - Mr. 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 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, as per Section 124 of the Act, be transferred to the IEPF.

Please note that pursuant to the provisions of Section 124(6), read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Amendment Rules, 2016 ("Rules") as amended from time to time, shares in respect of such dividend will be transferred in the name of the 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 transferred an amount of ₹ 3,18,722/- being the unclaimed dividend pertaining to the financial year 2011-12 to the IEPF. Further, 20,182 corresponding shares were transferred to the IEPF Authority as required under the above referred Rules.

Members can claim back such dividend and shares including all benefits accruing on such shares from the IEPF Authority after following the procedure prescribed in the Rules, by filing Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). Members can file only one consolidated claim in a financial year as per the Rules.

32. Pursuant to the provisions of Section 108 of the Act, read with the corresponding Rules made thereunder, and Regulation 44 of the Listing Regulations, 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 Mr. Jayavant Bhave - Proprietor of J. B. Bhave & 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 the 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 of the AGM for information purpose only.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

[Pursuant to the provisions of Section 102 of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government]

**Item No.: 5**

Pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") may allow re-classification of promoters as public shareholders or vice versa subject to fulfillment of conditions as provided therein.

In this regard, the Company has received a letter from certain shareholders ("Outgoing Promoters"), who are part of the "Promoter and Promoter Group" of the Company and have requested for re-classification under the "Public" category under Regulation 31A of the Listing Regulations ("Request"). The Request of the following shareholders was received by the Company, on May 19, 2020 and was placed before the Board of Directors at its meeting held on May 20, 2020:

Sr. No.	Name of Shareholder
1	Mr. Shashishekhhar Pandit
2	Ms. Nirmala Pandit
3	Mr. Chinmay Pandit
4	Mr. Kishor Patil
5	Mr. Shrikrishna Patwardhan
6	Mr. Ajay Bhagwat
7	Ms. Ashwini Bhagwat jointly held with Mr. Ajay Bhagwat
8	Mr. Sachin Tikekar
9	Ms. Anupama Patil
10	Proficient Finstock LLP
11	K and P Management Services Private Limited
12	Ms. Hemlata Shende

The Board noted that the Outgoing Promoters are no longer associated with the business of the Company in any manner, and do not exercise any control over the Company, directly or indirectly, or have any influence over the business and policy decisions made by the Company. Further, the Outgoing Promoters are not engaged in the day-to-day affairs of the Company.

The Outgoing Promoters have also confirmed they are eligible for re-classification as public shareholders and satisfy the

conditions set out in Regulation 31A of the Listing Regulations and any other applicable law. In accordance with Regulation 31A(3)(b), of the Listing Regulations, the Outgoing Promoters have confirmed that they and the persons related to them (as defined by sub-clause (i), (ii) and (iii) of sub-clause (pp) of sub-regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018):

- a) together, do not hold more than 10 (ten) percent of the total voting rights of Company;
- b) do not exercise control over the affairs of the Company, whether directly or indirectly;
- c) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholder agreements;
- d) are not represented in any capacity on the Board of Directors of the Company (including through any nominee director);
- e) are not acting as key managerial persons in the Company;
- f) are not "wilful defaulters" as per the Reserve Bank of India guidelines; and
- g) are not fugitive economic offenders.

The Outgoing Promoters have also undertaken to abide by the conditions listed in Regulation 31A(4) of the Listing Regulations after their re-classification as public shareholders of the Company pursuant to the approval of such re-classification by the shareholders of the Company and the Stock Exchanges, failing which, they shall automatically be re-classified as Promoters/persons belonging to the Promoter Group, as applicable.

The Board of Directors of the Company considered the facts stated above and accepted the Request for re-classification from "Promoter and Promoter Group" category to the "Public" category by the Outgoing Promoters subject to approval of the members of the Company and also subject to the approval of the Stock Exchanges. In accordance with the Listing Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the notice, for approval of the members of the Company.

As required under the Listing Regulations, upon re-classification to the “Public” category, the Outgoing Promoters shall not:

- a) hold more than 10% of the total voting rights in the Company;
- b) exercise control over the affairs of the Company directly or indirectly; or
- c) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.

Further, they shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as key managerial persons of the Company for a period of atleast 3 (three) years from date on which the Stock Exchanges approve their re-classification to the “Public” category.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges, or the Depositories. Further, trading in the equity shares of the Company has not been suspended by the Stock Exchanges.

Electronic copy of relevant documents in this regard shall be available for inspection on the Company’s website at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

In accordance with the Listing Regulations, these persons and their immediate relatives [as defined under Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018] shall not vote on this resolution.

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

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise in this resolution.

#### **Item No.: 6**

The existing Memorandum of Association (“MoA”) of the Company is based on the erstwhile Companies Act, 1956. The alteration of the MoA is necessary to bring the existing MoA in line with the Companies Act, 2013 (“the Act”).

According to the Act, the companies now have only “Main Business” and “Ancillary and Incidental Businesses” to the

attainment of the “Main Business”, therefore, it is important to alter and adopt a new set of the MoA as per the Act. The new set of MoA is based on Table A of the Act.

Under the provisions of the Act, adoption of new set of Memorandum of Association has to be approved by a special resolution of the members of the Company.

Electronic copy of the proposed new set of Memorandum of Association of the Company shall be available for inspection on the Company’s website at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

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

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise in this resolution.

#### **Item No.: 7**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors had approved the waiver of the recovery of excess remuneration paid to Mr. Anjan Lahiri, Managing Director & CEO (upto May 31, 2019) (Director Identification Number: 06407055), during the financial year 2019-20.

The managerial remuneration paid to Mr. Lahiri, during the financial year 2019-20, has exceeded the limit prescribed under Section 197 of the Act, on account of perquisite value of the equity shares under the Special Purpose Birlasoft- Employee Stock Option Plan 2019 (“ESOP-2019”), vested in and exercised by him, during the said financial year and the managerial remuneration excluding the perquisite value of ESOP-2019 shares would have been well within the prescribed limits.

Pursuant to the provisions of Section 197 of the Act, the waiver of recovery of excess remuneration payable to the Managing Director & CEO would require approval of members of the Company by way of special resolution. Therefore, the members are requested to accord their approval for waiver of recovery of the excess remuneration paid to Mr. Anjan Lahiri, during the financial year 2019-20.

The Board of Directors recommends the resolution for approval of members of the Company, as set out at Item No. 7 of the notice.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

### 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 and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Particulars	Mr. Chandrakant Birla
Director Identification Number	00118473
Designation	Non-Executive Director
Date of Birth	January 9, 1955
Age	65 years
Qualifications	Bachelor of Arts
Experience	43 years
Occupation	Industrialist
Expertise in specific functional areas	Industrialist having rich business experience in managing diversified industrial enterprises.
Brief resume of the Director	Mr. Chandrakant Birla is the Chairman of the CK Birla Group. The Group operates in three industry clusters: technology and automotive, home and building, and healthcare and education. He is a keen philanthropist who is committed to social development in India, the advancement of Science and Technology, Art and Culture.
Date of first appointment	January 15, 2019
Terms and conditions of re-appointment	Re-appointment upon retirement by rotation
Remuneration last drawn	Kindly refer the Report on Corporate Governance of this Annual Report.
Remuneration proposed to be given	Shall be eligible for the following: <ul style="list-style-type: none"> <li>a) Sitting fees for attending meetings of the Board or committee thereof or for any other purpose whatsoever as may be decided by the Board;</li> <li>b) Reimbursement of expenses for participation in the Board and other meetings;</li> <li>c) Profit related commission as may be approved by the members.</li> </ul>
Number of Board meetings of the Company attended during the year	Kindly refer the Report on Corporate Governance of this Annual Report.
Directorships held in other companies (as on March 31, 2020)	<ul style="list-style-type: none"> <li>a) Orient Paper &amp; Industries Limited</li> <li>b) Orient Cement Limited</li> <li>c) Orient Electric Limited</li> <li>d) National Engineering Industries Limited</li> <li>e) HIL Limited</li> <li>f) Neosym Industry Limited</li> <li>g) AVTEC Limited</li> <li>h) Birla Brothers Pvt. Ltd.</li> <li>i) Birlasoft Inc., U.S.A.</li> <li>j) Birlasoft (UK) Limited, London</li> <li>k) ASS AG, Switzerland</li> </ul>

Memberships / Chairmanships of committees of other companies	<p><b>a) National Engineering Industries Limited</b></p> <ul style="list-style-type: none"> <li>Nomination &amp; Remuneration Committee</li> </ul> <p><b>b) Orient Cement Limited</b></p> <ul style="list-style-type: none"> <li>Nomination &amp; Remuneration Cum Compensation Committee;</li> <li>Implementation Committee; and</li> <li>Fund Raising Committee.</li> </ul> <p><b>c) Orient Electric Limited</b></p> <ul style="list-style-type: none"> <li>Nomination &amp; Remuneration Committee</li> </ul> <p><b>d) HIL Limited</b></p> <ul style="list-style-type: none"> <li>Nomination &amp; Remuneration Cum Compensation Committee</li> </ul>
Number of shares held in the Company	NIL
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Spouse of Mrs. Amita Birla.

### ANNEXURE - TDS ON DIVIDEND

Post enactment of the Finance Act, 2020, companies paying dividend are required to withhold tax at the applicable tax rates (7.50% for resident members with valid PAN, 20% for resident members without PAN or invalid PAN and rates prescribed under the 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 less than ₹ 5,000/- p.a.

In order to provide exemption from TDS or apply lower rate of TDS or consider benefit of relevant Double Taxation Avoidance Agreement 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://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The format of relevant documents is available on the website of Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>. If the documents are found in accordance with the provisions of the Act the same shall be considered while deducting the taxes.

#### 1. Resident individual member

- Form 15G or Form 15H;
- Any other documents as prescribed under the Income tax act for lower withholding of taxes; and
- PAN or documentary evidence if you are exempt from obtaining PAN.

#### 2. Resident non-individual member (Company, Firms, HUF, AOP, Trust)

- Lower withholding tax certificate for the financial year 2020-21, if any, obtained from the Income Tax authorities; and
- PAN.

#### 3. Resident mutual fund member

- Copy of relevant registration documents;
- A declaration that the mutual fund is governed by the provisions of Section 10(23D) of the IT Act; and
- PAN.

#### 4. Resident insurance company member

- Copy of relevant registration documents;
- A declaration that the insurance company is beneficial owner of the shares held; and
- PAN.

#### 5. Alternative Investment Fund ("AIF")

- Copy of registration documents;
- A 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
- PAN.

## 6. Non-resident member (excluding Foreign Institutional Investors)

All the documents given below should be attested by self/ authorized signatory:

- a. Copy of Tax Residency Certificate ("TRC") for the financial year 2020-21 obtained from the revenue authorities of the country of residence;
- b. Form 10F for financial year 2020-21;
- c. Self-declaration of Beneficial Ownership;
- d. Self-declaration for not having Permanent Establishment in India in accordance with the applicable Tax Treaty;

- e. PAN; and
- f. Any other documents as prescribed under the Income tax act for lower withholding of taxes, if applicable.

The Company is not obligated to apply the beneficial Double Taxation Avoidance Agreement ("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 non-resident members.

## INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

1. 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") dated April 8, 2020, April 13, 2020 and May 5, 2020 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 venue voting on the date of the AGM will be provided by NSDL.
2. 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.
3. The Cut-off Date for determining the eligibility of members for voting through remote e-voting and e-voting at the AGM is **Wednesday, August 19, 2020**. The remote e-voting period commences on Friday, August 21, 2020 (09:00 a.m. IST) and ends on Tuesday, August 25, 2020 (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, August 19, 2020, 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.
4. 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.
5. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as on the Cut-off Date i.e. Wednesday, August 19, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in).
6. 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, August 19, 2020.
7. 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: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>**  
**Step 2: Cast your vote electronically on NSDL e-voting system.**

**Details on Step 1 is mentioned below:**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in "**Process for those members whose email-IDs are not registered.**"
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) 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.

- 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.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for members:**

1. Institutional/corporate members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authority letter, etc. alongwith 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).

2. 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.
3. 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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, 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 email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos.: +91-22-24994360 or +91-22-24994545 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.
4. The Board has appointed Mr. Jayavant Bhawe, Proprietor, J. B. Bhawe & Co., Practising Company Secretaries (Membership No. – F4266), as the Scrutinizer to scrutinize e-voting process in a fair and transparent manner.
5. 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.
6. 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 48 (forty-eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
7. 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 him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

**Process for those members 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 form, 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 [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in).
2. In case shares are held in demat form, 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).

**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 and reproduced hereunder for convenience:
  - a) Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number: +91-22-24994360;
  - b) Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number: +91-22-24994545.

**Instructions for members for attending the AGM through VC/OAVM facility 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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 above to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.
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 a 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 August 10, 2020 (09:00 a.m. IST) to August 20, 2020 (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.