

August 3, 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: - Proceedings of the 31st 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 August 3, 2022.

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 31st Annual General Meeting of Birlasoft Limited

The 31st Annual General Meeting (“AGM”) of Birlasoft Limited (“the Company”) was held on Wednesday, August 3, 2022, 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 05:00 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	New Delhi
2	Mr. Chandrakant Birla - Non-Executive Director	New Delhi
3	Mr. Ashok Kumar Barat - Independent Director & Chairman of the Audit Committee	Kolkata
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	Mumbai
6	Ms. Nandita Gurjar - Independent Director	Bengaluru
7	Mr. Dharmender Kapoor - Chief Executive Officer (“CEO”) & Managing Director	New Delhi

In attendance

Sr. No.	Name	Attended through VC/OAVM from
1	Mr. Chandrasekar Thyagarajan - Chief Financial Officer	New Delhi
2	Ms. Sneha Padve - Company Secretary	Pune
3	Mr. Vikas Jadhav - Head - Investor Relations	Pune
4	Mr. Swapnil Dakshindas - Partner, 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

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CIN: L72200PN1990PLC059594

Quorum

A total of 82 members attended the meeting.

Chairman

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

Proceedings

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

Mrs. Amita Birla (“the Chairman”) chaired the meeting and welcomed the members to the 31st AGM of the Company. She then requested the other Directors to introduce themselves. The requisite quorum being present as per statutory requirements, she called the meeting to order.

The Company Secretary briefed about the process of e-voting. Thereafter, the Chairman delivered her speech followed by a presentation by Mr. Dharmander Kapoor - CEO & Managing Director of the Company. The notice of AGM and Annual Report were taken as read. The Chairman informed that there were no observations, qualifications or adverse remarks in the Statutory Auditor’s Report on the financials of the Company for the financial year 2021-22 and the Secretarial Audit Report and hence, the same were taken as read. All the resolutions were taken up by the Chairman.

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 Dharmander Kapoor as a Director liable to retire by rotation	Ordinary
5	Re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer & Managing Director of the Company	Ordinary
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	Special
7	Approval for Birlasoft Share Incentive Plan-2022 for the employees of the Company	Special
8	Extension of the Birlasoft Share Incentive Plan-2022 to the employees of the subsidiary company(ies) of the Company.	Special

Birlasoft Limited

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

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

The Chairman authorized Mr. Dharmander Kapoor, CEO & Managing Director, Mr. Chandrasekar Thyagarajan, Chief Financial Officer and Ms. Sneha Padve, Company Secretary, severally to receive the Scrutinizer's Consolidated Report on all the resolutions as set out in the Notice of AGM & related documents, declare the result and submit the same to the Stock Exchanges within prescribed timelines. These reports will also be uploaded on the website of the Company and on the website of National Securities Depository Limited.

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

The AGM remained open for 15 minutes for e-voting and concluded thereafter.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**



Sneha Padve
Company Secretary & Compliance Officer