

May 16, 2023

**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 Secretarial Compliance Report for the year ended March 31, 2023, 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 Secretarial Compliance report for the year ended March 31, 2023, 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**

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

# CS DR. K. R. CHANDRATRE

FCS, M Com, LL B, Ph D

## Practicing Company Secretary

'Purtata', 15 Milan Coop. Housing Society, Mayur Colony, Kothrud, Pune 411038  
Telephones- Office: 9307670759. Personal Mobile: 9881235586  
Email- [krchandratre@gmail.com](mailto:krchandratre@gmail.com); [krchandratreoffice@gmail.com](mailto:krchandratreoffice@gmail.com)  
Website: [www.drkrchandratre.net](http://www.drkrchandratre.net)

### Secretarial compliance report of Birlasoft Limited for the year ended 31 March, 2023.

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, 2023** ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company 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
- (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) 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:  
In respect of following matters the Listed entity has complied with as specified below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1	<p><u>Secretarial Standard</u></p> <p>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).</p>	Yes	Nil
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Nil
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Nil
4	<u>Disqualification of Director:</u>	Yes	Nil

	None of the Directors of the Listed entity is disqualified under Section 164 of Companies Act, 2013		
5	<p><u>To examine details related to Subsidiaries of listed entity:</u></p> <p>a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	Nil
6	<p><u>Preservation of Documents:</u></p> <p>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 SEBI LODR Regulations, 2015</p>	Yes	Nil
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Nil
8	<p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case 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</p>	Yes  NA	Nil
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10	<u>Prohibition of Insider Trading:</u>	Yes	Nil

	The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
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	---

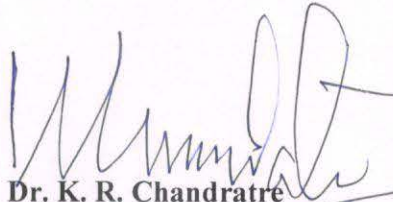
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

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

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	--	--	--	--	--	--	--	--	--

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	--	--	--	--	--	--	--	--	--



Dr. K. R. Chandratre  
FCS No.: 1370, C. P. No.: 5144  
UDIN: F001370E000271662

Peer Review Certificate No.: 1206/2021



Place: Pune  
Date: 8 May 2023