

January 2, 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: BSOF
Scrip Code: 532400

Symbol: BSOF
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: Information on Special Resolution proposed in Postal Ballot Notice of Birlasoft Limited (“the Company”) dated December 15, 2023 at item no. 2

Dear Sir/Madam,

This is in relation to the Postal Ballot Notice of the Company dated December 15, 2023 (the “Notice”).

Subsequent to the dispatch of the Notice, the Company has received requests and queries from some investors, seeking further information on the following Special Resolution proposed in the Notice at item no. 2 -

- **Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for a term of 5 (five) years.**

Hence, for the benefit of all Members, the Company is making available additional information, in respect of the aforesaid resolution, as attached herewith.

Kindly take this on record.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**



Sneha Padve
Company Secretary & Compliance Officer

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

ADDITIONAL INFORMATION IN RESPECT OF SPECIAL RESOLUTION PROPOSED FOR APPOINTMENT OF MS. NIDHI KILLAWALA (DIN: 05182060) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS

1. Under the Companies Act, 2013 and the SEBI (LODR) Regulations, a person is eligible for appointment as an independent director even if he is or has been a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to less than ten per cent of the gross turnover of such firm.
2. In the case of Birlasoft Limited, its holding, subsidiary or associate companies, the transactions with Khaitan & Co. Advocates are not material and are much lower than the 10% threshold set out in the applicable law.
3. It is pertinent to note that Khaitan & Co. has more than 235 partners across India and more than 1000 lawyers across the firm. Ms. Nidhi Killawala is just one of the 114 partners in Mumbai Office and has never worked on any assignment either for Birlasoft Limited or any other company of CK Birla Group. Hence, in the opinion of the Board of Directors of Birlasoft Limited, Ms. Nidhi is a person of integrity and her independence is not affected due to her position of being a partner of Khaitan & Co., Advocates.

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