

July 2, 2021

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 30th Annual General Meeting (“AGM”) of Birlasoft Limited.

Dear Sir / Madam,

Please find enclosed herewith the Notice of the 30th AGM of the Company, to be held on Wednesday, July 28, 2021.

Request you to take note of the same.

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

birlasoft

BIRLASOFT 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 | E-mail: contactus@birlasoft.com | Website: www.birlasoft.com

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of Birlasoft Limited will be held on Wednesday, July 28, 2021, at 04:00 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 the audited Financial Statements – standalone

To receive, consider and adopt the audited Standalone Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditor and the Board of Directors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the audited Standalone Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditor and the Board of Directors thereon, be and are hereby received, considered and adopted."

2. Adoption of the audited Financial Statements – consolidated

To receive, consider and adopt the audited Consolidated Financial Statements for the financial year ended March 31, 2021, together with the report of the Auditor thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the audited Consolidated Financial Statements for the financial year ended March 31, 2021, together with the report of the Auditor thereon, be and are hereby received, considered and adopted."

3. Confirmation of interim dividend and declaration of final dividend

During the financial year, the Board of Directors, on November 5, 2020, 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. Further, the Board of Directors has recommended a final dividend of ₹ 2.50 (125%) per equity share of face value of ₹ 2/- each, for the financial year ended March 31, 2021; and in this regard to consider and if thought fit, to pass the

following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT confirmation of payment of interim dividend of ₹ 1/- (50%) per equity share of face value of ₹ 2/- each on the paid-up equity share capital of the Company, declared on November 5, 2020 and declaration of final dividend for the financial year ended March 31, 2021, at the rate of ₹ 2.50 (125%) per equity share of face value of ₹ 2/- each, be and are hereby approved to be paid to those Members whose names appear on the Company's Register of Members, as on the Record Date."

4. Re-appointment of Mrs. Amita Birla as a Director liable to retire by rotation

To re-appoint Mrs. Amita Birla (Director Identification Number: 00837718), who retires by rotation as a Director and being eligible, offers herself for re-appointment; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Amita Birla (Director Identification Number: 00837718), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

5. Increase in the managerial remuneration limit payable to Mr. Dharmender Kapoor – 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 15%, for the financial year 2021-22

To increase the overall maximum managerial remuneration limit payable to Mr. Dharmender Kapoor - CEO & Managing Director of the Company (Director Identification Number: 08443715), in excess of 5% of the net profits of the

Company, and therefore, which is likely to be caused on account of exercise of Stock Options/Restricted Stock Units earlier granted to Mr. Dharmander Kapoor, for the financial year 2021-22; and in this regard, to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 197 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 approved by the Board of Directors; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to Mr. Dharmander Kapoor – CEO & Managing Director (Director Identification Number: 08443715), for the financial year 2021-22, to the extent it would exceed 5% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013, in the event of the exercise during the financial year 2021-22, by Mr. Dharmander Kapoor of some or all of the Stock Options and Restricted Stock Units granted to and vested/to be vested unto him.

RESOLVED FURTHER THAT as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to all Directors including Managing Director, Whole-Time Director and Non-Executive Directors, for the financial year 2021-22, from 11% to 15% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013, in view of the potential increase in the remuneration payable to Mr. Dharmander Kapoor.

RESOLVED FURTHER THAT any one Director, Mr. Chandrasekar Thyagarajan – Chief Financial Officer, Mr. Arun Rao – Chief People 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**

Pune
May 21, 2021

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 No. 5 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 SEBI (LODR) Regulations, 2015") 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 Thirtieth Annual General Meeting ("the AGM") is also annexed hereto.
3. In view of the continuing 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, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "the MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as "the SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015, 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 MCA circulars, the SEBI Circulars, and the SEBI (LODR) Regulations, 2015, and owing to the difficulties involved in dispatching physical copies, the AGM Notice and the Annual Report 2020-21, 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 2020-21 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 and 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 or through their website 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 venue 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, July 16, 2021**, as the **"Record Date"** for determining eligibility of members to receive final dividend for the financial year ended March 31, 2021, 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, July 21, 2021**.
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 with a copy marked to 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, July 16, 2021**; 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, July 16, 2021**.

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 or through their website 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 on 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 take on record for all valid cases only.

- **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") dividend paid or distributed by a Company 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 **Tuesday, July 20, 2021 (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 the 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 **Tuesday, July 20, 2021 (06:00 p.m. IST)**. Ambiguous, 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.

If the PAN is not as per the database of the Income-tax portal, it would be considered as an invalid PAN. Further, individual members are requested to link their Aadhaar number with the PAN.

In case TDS 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, only in case your valid PAN is registered with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form). 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 **Wednesday, June 23, 2021**, 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 sandip.pawar@linkintime.co.in on or Tuesday, July 20, 2021 (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 in case the shares are held by them in physical form.

22. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting 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.
23. Pursuant to the provisions of Regulation 40 of the SEBI (LODR) Regulations, 2015, 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 and re-lodged transfer of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021, as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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.
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 atleast 7 (seven) days before the date of the AGM, through e-mail on 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 will be available electronically for inspection by the members during the AGM.
30. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2012-13, 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.

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 ₹ 503,821/- being the unclaimed dividend pertaining to the financial year 2012-13 to the IEPF. Further, 7,118 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. Members can file only one consolidated claim in a financial year as per the Rules.

31. Pursuant to the provisions of Section 108 of the Act, read with the corresponding Rules made thereunder, and Regulation 44 of the SEBI (LODR) Regulations, 2015, 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 Bhawe - Proprietor of J. B. Bhawe & 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, 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, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Item No.: 5

As per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V thereof and the Rules made thereunder, the maximum managerial remuneration payable to the managing director in respect of any financial year may exceed 5% of the net profits of the Company, calculated as per Section 198 of the Act, provided the same is approved by the members of the Company by way of a special resolution.

For the purpose of assessing the proportion of the remuneration to the net profits of the Company, all elements of remuneration package such as salary, benefits, bonuses, stock option, pension, perquisite etc. are taken into consideration. Pursuant to the approval of the Nomination and Remuneration Committee, from time to time, Mr. Dharmander Kapoor – CEO & Managing Director of the Company (Director Identification Number: 08443715), has been granted Stock Options (“Options”) and Restricted Stock Units (“RSUs”) under “Special Purpose Birlasoft - Employee Stock Option Plan 2019” (“ESOP 2019”) and “Birlasoft Share Incentive Plan 2019” (“SIP 2019”) as part of his compensation package. The details of these grants have been appropriately disclosed in the Annual Reports of the Company.

The perquisite value of the Options/RSUs, if any, exercised by Mr. Kapoor during any financial year will become a part of his total remuneration. The perquisite value is the differential value between the fair market price of shares on the date of exercise of Options/RSUs and the exercise price. The perquisite value is directly linked to the fair market value of the shares of the Company on the date of exercise of Options/RSUs.

During the financial year 2020-21, as per vesting schedule under ESOP 2019, certain number of options have vested. Also, in the financial year 2021-22, as per the vesting schedule under SIP 2019, certain number of Options/RSUs are due for vesting. Taking into account the perquisite value which will get added to his remuneration, the total managerial remuneration payable to him will exceed 5% of the net profits of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on May 21, 2021, approved and recommended to the members an increase in the managerial remuneration limit payable to Mr. Kapoor in excess of 5% of the net profits of the Company (computed in the manner as laid down in Section 198 of the Act). This has been proposed by the Board to primarily facilitate exercise of Options/RSUs granted to and vested unto Mr. Kapoor pursuant to the grants

made under ESOP 2019 and SIP 2019, and will not entail any additional cash outflow for the Company.

If Mr. Kapoor exercises all the Options/RSUs which he is entitled to exercise, the aggregate remuneration payable by the Company to Mr. Kapoor including perquisite value is likely to exceed the limits stipulated under the Act.

Taking into consideration the present value of the shares of the Company and the number of Options and RSUs which can be exercised by Mr. Kapoor during the financial year 2021-22, and the remuneration payable to the non-executive directors of the Company, the value of the aggregate remuneration payable to all directors of the Company is not likely to exceed 15% of the net profits.

Pursuant to the provisions of Section 197 and other applicable provisions of the Act, read with Schedule V thereof and the Rules made thereunder, the total managerial remuneration payable by a company to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year may exceed 11% of the net profits of the Company, provided the same is approved by the members of the Company.

In the premises aforesaid, the members are requested to consider increase in the overall maximum limit of managerial remuneration payable by the Company in respect of the financial year 2021-22, to the extent it will exceed 11% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Act.

Further, pursuant to the provisions of Section 197 of the Act, the members of the Company at the 28th Annual General Meeting held on August 7, 2019, had accorded their approval for payment of commission to the Non-Executive Directors of the Company, not exceeding 1% of net profits (computed in the manner as laid down in Section 198 of the Act), for a period of five years commencing from the financial year 2019-20. The Company does not propose to modify or alter the said limit of 1%.

Except Mr. Kapoor and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

Mr. Kapoor is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

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

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 & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India

| Particulars | Mrs. Amita Birla |
|--|--|
| Director Identification Number | 00837718 |
| Designation | Non-Executive Director and Chairman |
| Date of Birth | December 07, 1956 |
| Age | 64 years |
| Qualifications | GCE- A Level |
| Experience | 40 years |
| Occupation | Industrialist |
| Expertise in specific functional areas | Expertise in management and operation of diverse nature of business. |
| Brief resume of the Director | Mrs. Amita Birla is the Chairman of Birlasoft Limited and the Co-Chairman of the CK Birla Group. As the Chairman, she leads long term strategy development and implementation in Birlasoft, and with her extensive experience she has successfully been leading companies across other industries. Her personal drive and leadership led to the transformation of Birlasoft from a fledgling startup to the global company that it is today, acknowledged as a differentiated Enterprise Digital IT Solution provider. |
| 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 Corporate Governance Report section of this Annual Report. |
| Remuneration proposed to be given | Shall be eligible for the following: <ul style="list-style-type: none"> 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; b) Reimbursement of expenses for participation in the Board and other meetings; c) Profit related commission as may be approved by the members. |
| Number of Board meetings of the Company attended during the year | Kindly refer the Corporate Governance Report section of this Annual Report. |
| Directorships held in other companies (as on March 31, 2021) | <ul style="list-style-type: none"> a) Neosym Industry Limited b) National Engineering Industries Limited c) Orient Cement Limited d) Birlasoft Inc. e) Birlasoft (UK) Limited |
| Memberships/Chairmanships of committees of other companies | National Engineering Industries Limited: <ul style="list-style-type: none"> a) Audit Committee; and b) Corporate Social Responsibility Committee. |
| Number of shares held in the Company | NIL |
| Relationship with other Directors and Key Managerial Personnel or their respective relatives | Spouse of Mr. Chandrakant Birla. |

ANNEXURE - TDS ON DIVIDEND

Companies paying dividend are required to withhold tax at the applicable tax rates (unless otherwise exempted, TDS rate is 10% for resident members with valid PAN, 20% for resident members without PAN or invalid PAN and rates prescribed under the Income – tax Act, 1961 (“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.

Section 206AB has been introduced by the Finance Act, 2021, whereby TDS will be higher of the following:

- i. Twice the rate specified in the relevant provision of the IT Act; or
- ii. Twice the rate or rates in force; or
- iii. the rate of 5%;

in case a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of TDS including Tax Collected at Source (“TCS”) in his/her case is ₹ 50,000/- or more in each of these two financial years. The aggregate amount of TDS/TCS of ₹ 50,000/- in a year is not limited to TDS only on dividend income received by the member but will include all TDS/TCS transactions of the member during the relevant financial year. These provisions will be effective from July 1, 2021. The status of filing of Return of Income by the members would be verified from the functionality provided by the Indian Income Tax authorities. The Company would solely rely on the information available on the Income Tax portal in this regard.

In order to provide exemption from TDS or apply lower rate of TDS or consider benefit of relevant Double Taxation Avoidance Agreement (“DTAA”) 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 the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>. If the documents are found in accordance with the provisions of the IT Act the same shall be considered while deducting the taxes.

If the dividend income is assessable to tax in the hands of a person other than the registered member as on the Record Date, the registered member is required to furnish a declaration to the Company containing the name, address, PAN, beneficiary account no. (16 digits), number of shares of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before **Tuesday, July 20, 2021 (06:00 p.m. IST)**.

1. Resident individual member

- a. Form 15G or Form 15H;
- b. Any other documents as prescribed under the IT Act for lower withholding of taxes; and

- c. PAN or documentary evidence if you are exempt from obtaining PAN.

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

- a. Lower withholding tax certificate for the financial year 2021-22, if any, obtained from the Income Tax authorities; and
- b. PAN.

3. Resident mutual fund member

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

4. Resident insurance company member

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

5. Alternative Investment Fund (“AIF”)

- a. Copy of registration documents;
- b. 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
- c. PAN.

6. Non-resident member

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




- a. Copy of Tax Residency Certificate (“TRC”) for the financial year 2021-22 obtained from the revenue authorities of the country of residence;
- b. Form 10F for financial year 2021-22;
- 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 IT Act for lower withholding of taxes, if applicable.

The Company is not obligated to apply the beneficial 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 ("the MCA circulars") dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 and the Circulars issued by Securities and Exchange Board of India (collectively referred to as "the SEBI Circulars") dated May 12, 2020 and January 15, 2021, respectively 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 voting on the day 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, July 21, 2021**. The remote e-voting period commences on Saturday, July 24, 2021 (09:00 a.m. IST) and ends on Tuesday, July 27, 2021 (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, July 21, 2021, 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 holding shares in physical form and non-individual members, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Wednesday, July 21, 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990** and **1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Wednesday, July 21, 2021** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
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, July 21, 2021.
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: Access to NSDL e-voting system
A) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.
In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| Individual shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress. |

| Type of shareholders | Login Method |
|--|--|
| Individual shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. |

Important note: Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL. Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

| Login type | Helpdesk details |
|--|---|
| Individual shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login 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:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| 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. Password details for shareholders other than individual shareholders 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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.nsdl.com.
- b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 mentioning your demat

account number/folio number, your PAN, your name and your registered address etc.

- 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated e-mail IDs: evoting@nsdl.co.in or at telephone nos.: 1800 1020 990 and 1800 22 44 30 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 Bhavé, Proprietor, J. B. Bhavé & 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 and on the website of NSDL at 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 shareholders 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 mode 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.
2. In case shares are held in demat mode, 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. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

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 e-mail ID: evoting@nsdl.co.in or at telephone number: 1800 1020 990 and 1800 22 44 30.
 - b) Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in or at telephone number: 1800 1020 990 and 1800 22 44 30.

Instructions for members for attending the AGM through VC/OAVM 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 by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see

link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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 in the notice to avoid last minute rush.

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 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 from Monday, July 12, 2021 (09:00 a.m. IST) to Thursday, July 22, 2021 (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.