

birlasoft

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 | Website: www.birlasoft.com

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of Birlasoft Limited will be held on Wednesday, August 7, 2019, at 04:00 p.m., at Birlasoft Auditorium, SDB – II, 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC, Hinjawadi, Pune – 411057, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the report of the Auditor and the report of the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the report of the Auditor thereon.
3. To declare dividend for the financial year ended March 31, 2019.

[The Board has recommended dividend at ₹2/- per equity share of ₹2/- each (at 100%)].

4. To re-appoint the Statutory Auditor to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2023.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 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 pursuant to the recommendation of the Audit Committee and proposal by the Board of Directors of the Company, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby re-appointed

as the Statutory Auditor of the Company, to hold office for a further period of four years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2023.

RESOLVED FURTHER THAT the remuneration payable to B S R & Co. LLP, shall not exceed ₹1 crore per annum (excluding applicable taxes, reimbursement of actual out of pocket and travelling expenses), as may be mutually decided by the Board and the Statutory Auditor.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, all other applicable provisions of the Companies Act, 2013 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, Mrs. Amita Birla (DIN: 00837718), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as a Director & Chairman of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 152, all other applicable provisions of the Companies Act, 2013 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, Mr. Chandrakant Birla (DIN: 00118473), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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, Mr. Ashok Kumar Barat (DIN: 00492930), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of five years, with effect from January 15, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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, Ms. Nandita Gurjar (DIN: 01318683), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a period of five years with effect from January 15, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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, Mr. Prasad Thrikutam (DIN: 06814004), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a period of five years with effect from January 15, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 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, approval of the members of the Company, be and is hereby accorded for the remuneration paid as per of the terms and conditions of appointment of Mr. Anjan Lahiri (DIN: 06407055), who was appointed as the Managing Director & Chief Executive Officer of the Company, for the period from January 16, 2019 till May 31, 2019.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 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, approval of the members of the Company, be and is hereby accorded for the remuneration paid as per of the terms and conditions of appointment of Mr. Pawan Sharma (DIN: 01924215), who was appointed as a Whole-time Director of the Company, for the period from January 15, 2019 till May 31, 2019.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 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, approval of the members of the Company, be and is hereby accorded for the appointment of Mr. Dharminder Kapoor (DIN: 08443715), as the Chief Executive Officer (CEO) & Managing Director of the Company, for a period of three years, with effect from June 1, 2019, on the terms and conditions specified in the agreement to be entered into between the Company and Mr. Kapoor.

RESOLVED FURTHER THAT Mr. Kapoor shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a Director of the Company during the term of this appointment.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, of the Companies Act, 2013 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 subject to such terms/conditions/amendments/modifications & such approvals/consents/sanctions, if any, as may be suggested or required by any appropriate authorities, the approval of the members of the Company, be and is hereby accorded for adopting a new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the existing set of Articles of Association of the Company, a draft of which is tabled before the members and duly initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, 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, commission be paid to the Non-Executive Directors of the Company, for a period of five years commencing from the financial year 2019-20, of such an aggregate amount not exceeding 1% of the net profits of the Company, for the relevant financial year, computed in the manner laid down under Section 198 of the Companies Act, 2013, as may, from time to time, be determined by the

Board of Directors, and that such aggregate amount of commission shall be divided amongst the Non-Executive Directors in such proportion and in such manner as may be decided by the Board of Directors in that behalf.

RESOLVED FURTHER THAT all of the Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

New Delhi
May 24, 2019

Sneha Padve
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, is annexed hereto.
2. Notice calling this Annual General Meeting along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website at (<https://www.birlasoft.com/company/investors/corporate-governance>).
3. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given with this Notice. Further, the Company has uploaded the above route map on its website at (<https://www.birlasoft.com/company/investors/corporate-governance>).
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
5. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder.
6. During the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Proxies are requested to bring their valid photo identity proof at the meeting.
8. The record date for the purpose of payment of dividend is Wednesday, July 31, 2019.
9. Members holding shares in physical form are requested to communicate immediately any change in address to the Registrar & Share Transfer Agent 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: sandip.pawar@linkintime.co.in. Members holding shares in dematerialized form are requested to notify change in address, if any, to their respective Depository Participants (DPs).

10. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chief Financial Officer at gupta.rajeev@birlasoft.com or to the secretarial department at contactus@birlasoft.com so as to reach them at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.

11. The Securities and Exchange Board of India ("SEBI") has made it mandatory to distribute dividends through National Electronic Clearing System ("NECS"). Members holding shares in demat form are requested to notify change in their bank account details, if any, to their DPs immediately and not to send the requests directly to the Company or to its Registrar & Share Transfer Agent.

Members holding shares in physical form are requested to intimate change in their Bank account details, if any, to the Registrar & Share Transfer Agent of the Company.

12. SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their PAN details to the Registrar & Share Transfer Agent.

13. As per the provisions of Section 72 of the Companies Act, 2013, 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 are requested to avail this facility by contacting the Registrar & Share Transfer Agent 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: sandip.pawar@linkintime.co.in.

14. Pursuant to the provisions of Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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. In view of the same and to eliminate all risks associated with physical shares, the members are advised to dematerialize shares held by them in physical form. For the said purposes the members are requested to contact the Registrar & Share Transfer Agent 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: sandip.pawar@linkintime.co.in.

15. 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 demat 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 Registrar & Share Transfer Agent of the Company.
- bring copies of the Annual Report and the Attendance Slip duly filled-in at the Annual General Meeting.
- 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.

16. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the resolution of the Board authorizing their representative to attend and vote on their behalf at the meeting.

17. A certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Plan 2004, Employee Stock Option Plan 2006, Employee Stock Option Plan 2014, Employee Stock Option Plan 2015 and Employee Stock Option Plan 2019 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 placed before the members at the Meeting.

18. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, 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 Registrar & Share Transfer Agent 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: sandip.pawar@linkintime.co.in.

Members are requested to note that dividend which are not encashed or claimed within seven years from the date of transfer of the dividend to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, 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 shareholders whose dividends remain unclaimed for seven years and published an advertisement in newspapers, inviting such shareholders to claim their dividend. The information in respect of such shares is uploaded on the website of the Company (<https://www.birlasoft.com/company/investors/policies-reports-filings>).

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 filling 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.

Accordingly, during the year, the Company transferred an amount of ₹186,471/- being the unclaimed dividend pertaining to the financial year 2010-11 to the Investor Education and Protection Fund (IEPF). Further, 9,139 corresponding shares were transferred to IEPF Authority as required under the above referred rules.

19. Documents, if any, referred to in any item of business hereinabove will be available for inspection at the Company's registered office on all working days, except Saturdays, Sundays and holidays, during 11:00 a.m. to 01:00 p.m. upto the date of the Annual General Meeting and will be made available at the meeting.

20. Members interested in availing transport facility (within Pune) for attending the Annual General Meeting are requested to register themselves at least five days before the meeting by contacting Mr. Pramod Gandhi at pramod.gandhi@birlasoft.com at +91-20-66525000, Extn. - 2574.

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013, the Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing an option to the shareholders to exercise their right to vote by electronic means ("e-voting"). Instructions for e-voting are attached to this Notice.

22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.

23. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

[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.: 4

B S R & Co. LLP (Firm Registration No. 101248W/W100022), Statutory Auditor of the Company, were appointed as the Statutory Auditor of the Company at the Annual General Meeting of the Company held on July 25, 2014, for a period of five years, to hold office from the conclusion of that Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2019.

Prior to this appointment, BSR & Co. LLP were appointed as the Statutory Auditor of the Company, pursuant to the provisions of the Companies Act, 1956, (i.e. prior to the commencement of the new Companies Act, 2013), at the Annual General Meeting of the Company held on July 12, 2013, for the financial year 2013-14. Hence, pursuant to the statutory provisions, B S R & Co. LLP can now be re-appointed for a further period of maximum four years only.

Therefore, approval of the members is sought to re-appoint B S R & Co. LLP (Firm Registration No. 101248W/W100022), as the Statutory Auditor of the Company, for a further period of four years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2023, as recommended by the Audit Committee and proposed by the Board of Directors of the Company (taking into consideration the peer review and its good standing).

As mandated by Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company on the recommendation of the Audit Committee, during the term of this appointment, proposes to pay B S R & Co. LLP, a remuneration not exceeding ₹1 crore per annum (excluding applicable taxes, reimbursement of actual out of pocket and travelling expenses), as may be mutually decided by the Board and the Statutory Auditor.

The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item No. 4 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 Nos.: 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mrs. Amita Birla (DIN: 00837718) and Mr. Chandrakant Birla (DIN: 00118473) as Additional Directors (Non-Executive Directors) of the Company, with effect from January 15, 2019 and whose terms expires at the ensuing Annual General Meeting.

Further, Mrs. Amita Birla was designated as the Chairman of the Board, with effect from January 16, 2019.

They are eligible to be appointed as Directors. The Company has, in terms of Section 160 of the Companies Act, 2013, received in writing a notice from a member, proposing their candidature for the office of Directors.

A brief profile of the Non-Executive Directors to be appointed is given below:

Mrs. Amita Birla is the Chairman of Birlasoft and the Co Chairman of the CK Birla Group. As 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. Mrs. Birla possesses 38 years of experience

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. Mr. Birla possesses 42 years of experience.

Further details of the above Directors are provided in the Annexure to this Notice.

The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item Nos. 5 and 6 of the Notice.

Mrs. Amita Birla and Mr. Chandrakant Birla being related are interested in each other's resolution.

Mrs. Birla and Mr. Birla and their respective relatives will be deemed to be concerned or interested in both the proposed resolutions, to the extent of the remuneration that the office of Directorship may carry.

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.

Item Nos.: 7, 8 & 9

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Ashok Kumar Barat (DIN: 00492930), Ms. Nandita Gurjar (DIN: 01318683) and Mr. Prasad Thrikutam (DIN: 06814004) as Additional Directors (Independent Directors) of the Company, not liable to retire by rotation, for a period of five years, with effect from January 15, 2019, subject to the approval of the members in the ensuing Annual General Meeting.

They are eligible to be appointed as Directors. The Company has, in terms of Section 160 of the Companies Act, 2013, received in writing a notice from a member, proposing their candidature for the office of Directors.

The Company has received declarations from Mr. Ashok Kumar Barat, Ms. Nandita Gurjar and Mr. Prasad Thrikutam to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, each of these Directors fulfil all regulatory conditions for appointment as Independent Director and that they are independent of the management of the Company.

The terms and conditions of their appointment is available for inspection by the members, at the Company's registered office on all working days, except Saturdays, Sundays and holidays, during 11:00 a.m. to 01:00 p.m. upto the date of the Annual General Meeting and will be made available at the meeting. The same is also available on the Company's website at (<https://www.birlasoft.com/company/investors/corporate->

governance) and shall be available at the time of Annual General Meeting too.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Ashok Kumar Barat was the Managing Director and Chief Executive Officer of Forbes & Company Limited, a BSE listed company (established in 1767), till June 2016. During his long and distinguished career, he has held leadership positions in various Indian and multinational organizations, both in India and overseas, namely Hindustan Lever Limited, RPG Group, Pepsi, Electrolux, Telstra and Kraft-Heinz.

Mr. Barat is a member of the Managing Committee of ASSOCHAM. He has been a Trustee of the Mumbai Port Trust for some years and a past President of the Bombay Chamber of Commerce and Industry. In addition, he is a Certified Mediator empaneled with the Ministry of Corporate Affairs, Government of India. Mr. Barat is a Fellow Member of the Institute of Chartered Accountants of India and of the Institute of Company Secretaries of India, mentors budding entrepreneurs and advises companies on 'Strategy', 'Performance Improvement' and Governance initiatives. He is on the Board of various other entities, like Wacker Metroark Chemicals Private Limited (subsidiary of Wacker Chemie AG), Cholamandalam Investment & Finance Company Limited, DCB Bank Limited, Mahindra Intertrade Limited & Council of EU Chamber of Commerce in India, etc. Mr. Barat possesses 40 years of experience.

Ms. Nandita Gurjar is a technologist turned HR professional. Her experience is in mainstream IT spans software development, general management and consulting. She started her career at Wipro InfoTech in 1992 as a software programmer and handled multiple technical responsibilities, in various functions like software Coding and Testing, Program documentation and quality. She joined Infosys Limited in December 1999 to form the Learning & Development wing and set-up the leadership institute.

In 2003, Ms. Gurjar moved to the newly set-up subsidiary Infosys BPO (then called Progeon) to head the HR function where she was instrumental in scaling up the people function as the business grew to US \$250 million and 16,000 employees. In 2007, Ms. Gurjar took over as Global Head HR for Infosys managing over 150,000 employees, she focused on making Infosys the preferred choice of global talent. She led the Infosys People strategy and employer branding

across its global footprint. She was appointed as a member of Executive Council in 2011 and moved to the US Headquarters to manage the globalization initiatives of the organization. In 2013, she moved to head the Education & Research wing of Infosys which skilled the workforce on latest technologies and over saw over 1 million days of training annually. In April 2014, Ms. Gurjar got selected for Advanced Management Program (AMP) at Harvard Business School. She went on a sabbatical from Infosys for 6 months to join the program and upon her return exited from the Company.

She was the member of World Economic Forum (WEF) – Global Advisory Council on New Models of Leadership. She is often invited to speak on HR strategy, work force management and business leadership. She has addressed several forums such as World Bank, Conference Board and Great Places to work, USA. She won the “Human Capital Business Leader” award from the Singapore Society of Human Resource Management and has also been featured as “25 Most Powerful Professional Women in India”, in Business Today magazine. Ms. Gurjar possesses 23 years of experience.

Mr. Prasad Thrikutam is a dynamic and innovative executive with an exemplary record of business success in both large public companies and medium sized founder led private companies. He has 25+ years of experience as C-suite Executive in Consulting and technology service industry. He is currently Founder and CEO for Mol.ai.cule and on the Advisory Board of TrueNorth Managers LLP one of India’s largest PE companies.

Mr. Thrikutam was the President and Global Head-Applications and Digital Business at Dell Services from 2014 to 2017. He was also the CTO responsible for strategy and business innovation for Dell across various business of Dell Technologies. He helped turn around the Dell services business and was the key Exec that helped the divestiture at a 3+b valuation to NTT.

Mr. Thrikutam joined Dell in 2014 from Infosys where he held various key leadership roles from 1995 to 2014. He worked alongside the founders to scale Infosys from a USD 27m Company to a 10+b global brand. In the 19th year when he left Infosys, he was part of the C-suite and an executive committee member responsible for ~25% of the Company’s total operating margins heading several key verticals business globally; he was also the Head of Infosys Americas (65% of Infosys’s revenue). Prior to that, he led the high-tech and discrete manufacturing P&L globally. His main expertise is in scaling medium sized business to large, highly differentiated and profitable business.

He helped start several new businesses for Infosys and Dell including Consulting, Digital and new verticals like Retail, Oil & Gas, etc. each of these are today multiple billion \$ businesses for the Companies. He is a thought leader with unique ability to drive CEO level engagement and excels at connecting several business and technology trends to articulate a comprehensive and winning business strategy. He has demonstrated this in every one of his roles in the past 25+ years.

He has a strong industry network across several technology and services firms globally; having led several vertical businesses globally. He understands the unique challenges and opportunities across Hi-Tech, manufacturing, Oil & Gas, utilities, transportation, health-care, insurance, hospitality and services industries. Throughout his career, he has built globally diverse teams and inspired them to be highly cohesive and successful teams. He enjoys identifying and nurturing future leaders and has mentored several leaders including CEOs in his role as a board member. From 2006-2014, Mr. Thrikutam served on several boards – this includes Infosys BPO (700+m), Infosys China (150+m) and Infosys Public Services (120+m); he also served on the Board of Energetics, a leading global energy business based in Houston.

Further details of the above Directors are provided in the Annexure to this Notice.

Considering the qualifications, experience, expertise and accomplishments of these Directors, the Board of Directors is of the view that their appointment as Directors will benefit the Company and recommends the resolution for approval of the members of the Company, as set out at Item Nos. 7, 8 and 9 of the Notice.

Mr. Ashok Kumar Barat, Ms. Nandita Gurjar and Mr. Prasad Thrikutam and their respective relatives will be deemed to be concerned or interested in the resolution relating to their own appointment.

Mr. Barat, Ms. Gurjar and Mr. Thrikutam are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

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.

Item No.: 10

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had approved the change in designation of Mr. Anjan Lahiri (DIN:

06407055) from being a Nominee of Birlasoft (India) Limited, to the Managing Director & Chief Executive Officer (CEO) of the Company, with effect from January 16, 2019.

Further, Mr. Anjan Lahiri has tendered his resignation from the post of the Managing Director and Chief Executive Officer of the Company, with effect from May 31, 2019.

A brief profile of Mr. Anjan Lahiri is given below:

Mr. Anjan Lahiri holds a Masters in Business Administration, University of Florida, USA and is a Bachelor of Technology from Birla Institute of Technology India. He has rich and varied experience of around 28 years in Information Technology sector. He is the Managing Director and Chief Executive Officer of our Company upto May 31, 2019. Prior to this, Mr. Lahiri was Whole Time Director and Chief Executive Officer at Sasken Communication Technologies Limited. His previous roles with Mindtree Limited, Cambridge Technology Partners and Wipro Infotech complement his experience. Mr. Lahiri received the 'Michael Tokarz' award given to the topmost graduating student in the MBA Program of the Warrington College of Business at the University of Florida in Gainesville and 'Valedictorian speaker' at the MBA graduation ceremony.

The remuneration payable is as per the recommendation of the Nomination and Remuneration Committee. Brief terms and conditions of his appointment are given below:

- a) Basic salary and allowances in the range of ₹1,91,31,309/- to ₹3,00,00,000/- per annum. Within this range, the aggregate of basic salary and allowances may be revised by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time.
- b) The following perquisites shall be allowed to Mr. Lahiri in addition to basic salary and allowances mentioned above:
 - Company's contribution to Provident Fund;
 - Gratuity as per the policy of the Company in force from time to time;
 - Encashment of leave as per the rules of the Company in force from time to time;
 - Group medical insurance and group personal accident insurance as per the policy of the Company in force from time to time; and
 - Annual club membership fees payable, up to a maximum of ₹10,00,000/- per annum, in connection with his membership in one club of his choice.

- c) Incentive/performance bonus/variable pay (by whatever name called) will be paid based on the defined KRA's/ BSC's and his performance against it and will be payable to him as per the incentive policy of the Company. He will be eligible to receive annual variable pay consisting of annual target performance bonus of ₹81,99,132/-. Final variable incentive amount to be decided by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time.
- d) Stock Options to be finalized.
- e) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Lahiri, shall not exceed 5% of the net profits of the Company subject to the condition that the total remuneration payable to Mr. Lahiri along with the total remuneration payable to the other Managing Director(s), if any, and the whole-time director(s) together shall not exceed 10% of the net profits of the Company.
- f) Mr. Lahiri will also be paid the following amounts from Birlasoft Inc.:
 - During the Employment Term, the Company will pay him an annual base salary of USD 697,460/- as compensation for his services;
 - He will be eligible to receive performance based variable pay in accordance with the incentive policy of the Company. He will be eligible to receive annual variable pay consisting of annual target performance bonus of USD 298,911/-;
 - Annual club membership fees payable, up to a maximum of USD 20,000/- per annum, in connection with his membership in one club of his choice.

Further details of Mr. Lahiri are provided in the Annexure to this Notice.

Pursuant to the provisions of Section 196 of the Companies Act, 2013, the remuneration of a Managing Director shall require approval of the members of the Company.

The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item No. 10 of the Notice.

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.

Item No.: 11

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Pawan Sharma (DIN: 01924215), as an Additional Director (Whole-time Director) of the Company, with effect from January 15, 2019.

Further, Mr. Pawan Sharma has tendered his resignation from the post of Whole-time Director of the Company, with effect from May 31, 2019.

A brief profile of Mr. Pawan Sharma is given below:

Mr. Pawan Sharma, an engineer by profession, has done his Global Advance Management from ISB Kellogg. He also completed his certification on "Leading Digital Transformation and Innovation" from Hasso Plattner Institute (Germany) and Stanford (USA). He has rich and varied experience of around 28 years in Information Technology sector. He is the CEO of Solutions & Services business and also the Head of Americas responsible for the business in North America, Canada and LATAM. He has served at HP, IBM and HCL in senior management roles and leading country and global P&L in consulting, operations & software. Mr. Sharma is also appointed on the advisory board of North Carolina State University and he is an active member of the Manufacturing Leadership Council of North America.

The remuneration payable is as per the recommendation of the Nomination and Remuneration Committee. Brief terms and conditions of his appointment are given below:

- a) Basic salary and allowances amounting to ₹68,25,000/- per annum.
- b) The following perquisites shall be allowed to Mr. Sharma, in addition to basic salary and allowances mentioned above:
 - Company's contribution to Provident Fund;
 - Gratuity as per the policy of the Company in force from time to time;
 - Encashment of leave as per the rules of the Company in force from time to time; and
 - Group medical insurance and group personal accident insurance as per the policy of the Company in force from time to time.
- c) Incentive/performance bonus/variable pay (by whatever name called) will be paid based on the defined KRA's/ BSC's and his performance against it and will be payable

to him as per the incentive policy of the Company. He will be eligible to receive annual variable pay consisting of annual target performance bonus of ₹29,25,000/-. Final variable incentive amount to be decided by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time.

- d) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Pawan, shall not exceed 5% of the net profits of the Company subject to the condition that the total remuneration payable to Mr. Sharma along with the total remuneration payable to the Managing Director(s) and other whole-time director(s) together shall not exceed 10% of the net profits of the Company.
- e) Mr. Sharma will also be paid the following amounts from Birlasoft Inc.:
 - During the Employment Term, the Company will pay him an annual base salary of USD 420,000/- as compensation for his services;
 - He will be eligible to receive performance based variable pay in accordance with the incentive policy of the Company. He will be eligible to receive annual variable pay consisting of annual target performance bonus of USD 180,000/-;
 - Special Bonus: Provided he remains employed by the Company for the entire initial 12 month Employment Term, he will receive a one-time Special Bonus of USD 325,000/-. The bonus will be payable to him as lump sum within 15 days following the last day of the initial 12 month Employment Term;
 - Family Travel Reimbursement: In addition to the above, he will also be eligible for family travel reimbursement on actuals subject to maximum of USD 50,000/- per annum.

Further details of Mr. Sharma are provided in the Annexure to this Notice.

Pursuant to the provisions of Section 196 of the Companies Act, 2013, the remuneration of a Whole-time Director shall require approval of the members of the Company.

The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item No. 11 of the Notice.

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.

Item No.: 12

Consequent upon resignation of Mr. Anjan Lahiri and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Dharmander Kapoor (DIN: 08443715), as the Chief Executive Officer (CEO) & Managing Director of the Company, for a period of three years, with effect from June 1, 2019.

A brief profile of Mr. Dharmander Kapoor is given below:

Mr. Dharmander Kapoor has more than 28 years of experience in Leadership, Go-to-market Business Development, Enterprise IT delivery, Consulting/Transformation and Software Product Engineering. At Birlasoft, as the Chief Operating Officer, he manages its global operations, delivery, marketing and global business for BFSI, Europe and APAC. He is responsible for sustainable growth and margins. He has led the merger of Birlasoft (India) Limited with KPIT's IT services organization and is driving the integration and harmonization of the new organization for continued customer focus and growth. Mr. Kapoor is an executive with proven success and entrepreneurial leadership in growing businesses for information technology and solutions. As Chief Operating Officer at Birlasoft, he has shaped the new Birlasoft from being known as IT Service Provider for GE to an Enterprise Digital company. With his in-depth technical skills and impressive experience in consulting, he helped Birlasoft develop key IPs (3rdEye, ValueISM, Enterprise Digital, etc.) in delivering differentiated value to its clients. He is a regular speaker at industry events including Oracle OpenWorld, Dreamforce, NASSCOM, CIO Round Table, etc. and also enjoys publishing his thought leadership articles in various publications. He is known for his people and customer skills.

The remuneration payable is as per the recommendation of the Nomination and Remuneration Committee. Brief terms and conditions of his appointment are given below:

- a) Basic salary and allowances in the range of ₹26,250,000/- to ₹37,800,000/- per annum. Within this range, the aggregate of basic salary and allowances may be revised by the Board of Directors or the Nomination and Remuneration Committee of the Board of Directors, from time to time.
- b) The following prerequisites shall be allowed to Mr. Kapoor in addition to basic salary and allowances mentioned above:

- Company's contribution to Provident Fund;
- Gratuity as per the policy of the Company in force, from time to time;
- Encashment of leave as per the rules of the Company in force, from time to time;
- Group medical insurance and group personal accident insurance as per the policy of the Company in force, from time to time; and
- Annual club membership fees payable, up to a maximum of ₹10,00,000 (Rupees Ten Lakhs) per annum, in connection with Mr. Kapoor's membership in one club of his choice.

- c) Incentive/performance bonus/variable pay (by whatever name called) will be paid based on the defined KRA's/ BSC's and his performance against it and will be payable to him as per the incentive policy of the Company. Mr. Kapoor will be eligible to receive annual variable pay consisting of annual target performance bonus. Final variable incentive amount to be decided by the Board of Directors or the Nomination and Remuneration Committee of the Board of Directors, from time to time.
- d) Stock Options will be finalized later.
- e) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Kapoor, shall not exceed 5% of the net profits of the Company subject to the condition that the total remuneration payable to Mr. Kapoor along with the total remuneration payable to the other Managing Director(s), if any, and the whole-time director(s), if any, together shall not exceed 10% of the net profits of the Company.

Mr. Kapoor shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a Director of the Company during the term of this appointment.

Further details of Mr. Kapoor are provided in the Annexure to this Notice.

Pursuant to the provisions of Section 196 of the Companies Act, 2013, the appointment and remuneration of a Managing Director shall require approval of the members of the Company.

Mr. Kapoor and his relatives will be deemed to be concerned or interested in the 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 the members of the Company, as set out at Item No. 12 of the Notice.

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.

Item No.: 13

Consequent upon the merger of Birlasoft (India) Limited with KPIT Technologies Limited it is considered desirable to replace the existing Articles of Association with a new set of Articles of Association.

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

A copy of the proposed new set of Articles of Association of the Company is available for inspection by the members, at the Company's registered office on all working days, except Saturdays, Sundays and holidays, during 11:00 a.m. to 01:00 p.m. upto the date of the Annual General Meeting and will be made available at the meeting. The same is also available on the Company's website at (<https://www.birlasoft.com/company/investors/corporate-governance>) and shall be available at the time of Annual General Meeting too.

The Board of Directors recommends the special resolution for approval of the members of the Company, as set out at Item No. 13 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.: 14

Section 197 of the Companies Act, 2013, permits payment of remuneration to the Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members. Regulation 17(6)(a) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, authorises the Board of Directors to recommend all fees and compensation, if any, to the Non-Executive Directors, including Independent Directors and shall require approval of the members in general meeting.

The members, in the Annual General Meeting held on July 25, 2014, had approved payment of commission not exceeding 1% of the net profits to Non-Executive Directors of the Company, for a period of five years from the financial year 2014-15.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and to acknowledge their contribution to the growth of the Company, it is proposed to continue paying commission to the Non-Executive Directors of the Company, every year, for a period of five more years starting with the financial year 2019-20, not exceeding 1% of the net profits, based on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Such payment will be in addition to the sitting fees for attending Board/Committee meetings or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board/Committee meetings.

Accordingly, this resolution is being proposed for the approval of the members.

The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item No. 14 of the Notice.

All the Non-Executive Directors of the Company and their respective relatives will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the Non-Executive Directors may be paid pursuant to this resolution.

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.

Annexure to the Notice calling Annual General Meeting

Details of Directors seeking appointment at the Annual General Meeting

Particulars	Mrs. Amita Birla	Mr. Chandrakant Birla	Mr. Ashok Kumar Barat	Ms. Nandita Gurjar	Mr. Prasad Thrikutam	Mr. Anjan Lahiri	Mr. Pawan Sharma	Mr. Dharmender Kapoor
Director Identification Number	00837718	00118473	00492930	01318683	06814004	06407055	01924215	08443715
Age (years)	62	64	62	58	54	53	50	52
Qualifications	GCE- A Level	Bachelor of Arts	Chartered Accountant & Company Secretary	Bachelor of Arts & Masters in Psychology	Mechanical Engineering & Masters in Business Administration	Bachelor of Technology & Masters in Business Administration	Bachelor of Engineering	Masters of Computer Application
Expertise in specific functional areas	Kindly refer Item Nos. 5 to 12 respectively of the Explanatory Statement to the Notice calling Annual General Meeting.							
Date of first appointment	January 15, 2019	January 15, 2019	January 15, 2019	January 15, 2019	January 15, 2019	May 23, 2018	January 15, 2019	June 1, 2019
Terms and conditions of appointment	It is proposed to appoint as Non-Executive Director of the Company, liable to retire by rotation.		It is proposed to appoint as an Independent Director of the Company, not liable to retire by rotation, for a period of five years, with effect from January 15, 2019. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (https://www.birlasoft.com/company/investors/corporate-governance).			Kindly refer Item Nos. 10, 11 and 12 respectively of the Explanatory Statement to the Notice calling Annual General Meeting.		
Remuneration last drawn	Kindly refer the Report on Corporate Governance of this Annual Report.							₹7,743,848/-
Remuneration proposed to be given	Shall be eligible for the following: 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. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (https://www.birlasoft.com/company/investors/corporate-governance).					Kindly refer Item Nos. 10, 11 and 12 respectively of the Explanatory Statement to the Notice calling Annual General Meeting.		
Number of Board meetings of the Company attended during the year	Kindly refer the Report on Corporate Governance of this Annual Report							Not applicable as he is appointed with effect from June 1, 2019.
Directorships held in other companies (as on March 31, 2019)	a) Neosym Industry Limited b) National Engineering Industries Limited c) Orient Cement Limited d) Birlasoft Inc. USA e) Birlasoft (UK) Limited	a) Orient Paper & Industries Ltd. b) Orient Cement Limited c) Orient Electric Ltd. d) National Engineering Industries Ltd. e) HIL Limited f) Neosym Industry Limited g) AVTEC Ltd. h) Birla Brothers Pvt. Ltd. i) Birlasoft Inc., U.S.A. j) Birlasoft (UK) Limited, London k) ASS AG, Switzerland	a) Wacker Metroark Chemicals Private Limited b) Mahindra Intertrade Limited c) Cholamandalam Home Finance Limited d) Cholamandalam Investment and Finance Company Limited e) Cholamandalam Financial Holdings Limited f) DCB Bank Limited g) TI Financial Holdings Limited h) Bata India Limited i) The Council of EU Chambers of Commerce in India	a) Galaxy Surfactants Limited b) Sai Life Sciences Limited	NIL	a) Birlasoft Inc. b) Birlasoft (UK) Limited c) Enable Path LLC d) KPIT Technologies France e) KPIT Infosystems Limited (UK) f) Birlasoft Solutions Inc. g) Sparta Consulting Inc. h) Birlasoft Computer Corporation i) Birlasoft Technologies Canada Corporation j) KPIT Technologies Solucoes EM Informatica LTDA k) KPIT Infosystems Mexico S.A. DE C.V. l) KPIT Infosystems ME FZE	a) Birlasoft Solutions Inc. b) Sparta Consulting Inc c) Birlasoft Computer Corporation d) Birlasoft Technologies Canada Corporation e) KPIT Technologies Solucoes EM Informatica LTDA f) KPIT Infosystems Mexico S.A. DE C.V.	NIL (as on May 24, 2019 i.e. date of Board meeting in which his appointment was approved with effect from June 1, 2019).

Memberships/ Chairmanships of committees of other companies	National Engineering Industries Limited – Corporate Social Responsibility Committee; Audit Committee	a) National Engineering Industries Limited – Nomination & Remuneration Committee b) Orient Cement Ltd. – Nomination & Remuneration Committee; Implementation Committee; and Fund Raising Committee c) Orient Electric Ltd. – Nomination & Remuneration Committee	a) Wacker Metroark Chemicals Private Limited – Corporate Social Responsibility Committee b) Mahindra Intertrade Limited – Nomination & Remuneration Committee c) Cholamandalam Home Finance Limited – Audit Committee*; Nomination & Remuneration Committee; IT Strategy Committee* d) Cholamandalam Investment and Finance Company Limited – Audit Committee; Stakeholders Relationship Committee; Business Committee; Nomination & Remuneration Committee; IT Strategy Committee* e) DCB Bank Limited – Audit Committee*; Fraud Reporting and Monitoring Committee*; Risk Management Committee; Capital Raising Committee; Willful Defaulters Review Committee f) Ti Financial Holdings Limited – Nomination & Remuneration Committee*; Audit Committee; Corporate Social Responsibility Committee	NIL	NIL	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL	NIL	NIL	NIL	531,929	NIL
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Spouse of Mr. Chandrakant Birla.	Spouse of Mrs. Amita Birla.	NIL	NIL	NIL	NIL	NIL	NIL

* Chairman of the Committee

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on a resolution proposed to be considered at this Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting” or “e-voting”) will be provided by the National Securities Depository Limited (“NSDL”).
- II. The facility for casting the vote through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. 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.
- IV. The remote e-voting period commences on Friday, August 2, 2019 (9:00 a.m.) and ends on Tuesday, August 6, 2019 (5:00 p.m.). 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 31, 2019, 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.
- V. 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 ballot paper.
- VI. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Wednesday, July 31, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sandip.pawar@linkintime.co.in.
- VII. 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 31, 2019.
- VIII. 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 are mentioned below:**
 - 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 ‘Shareholders’ 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.nsdl.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:

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. 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, your 'initial password' is communicated to you on your postal address.

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) Click on "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.
 - 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.

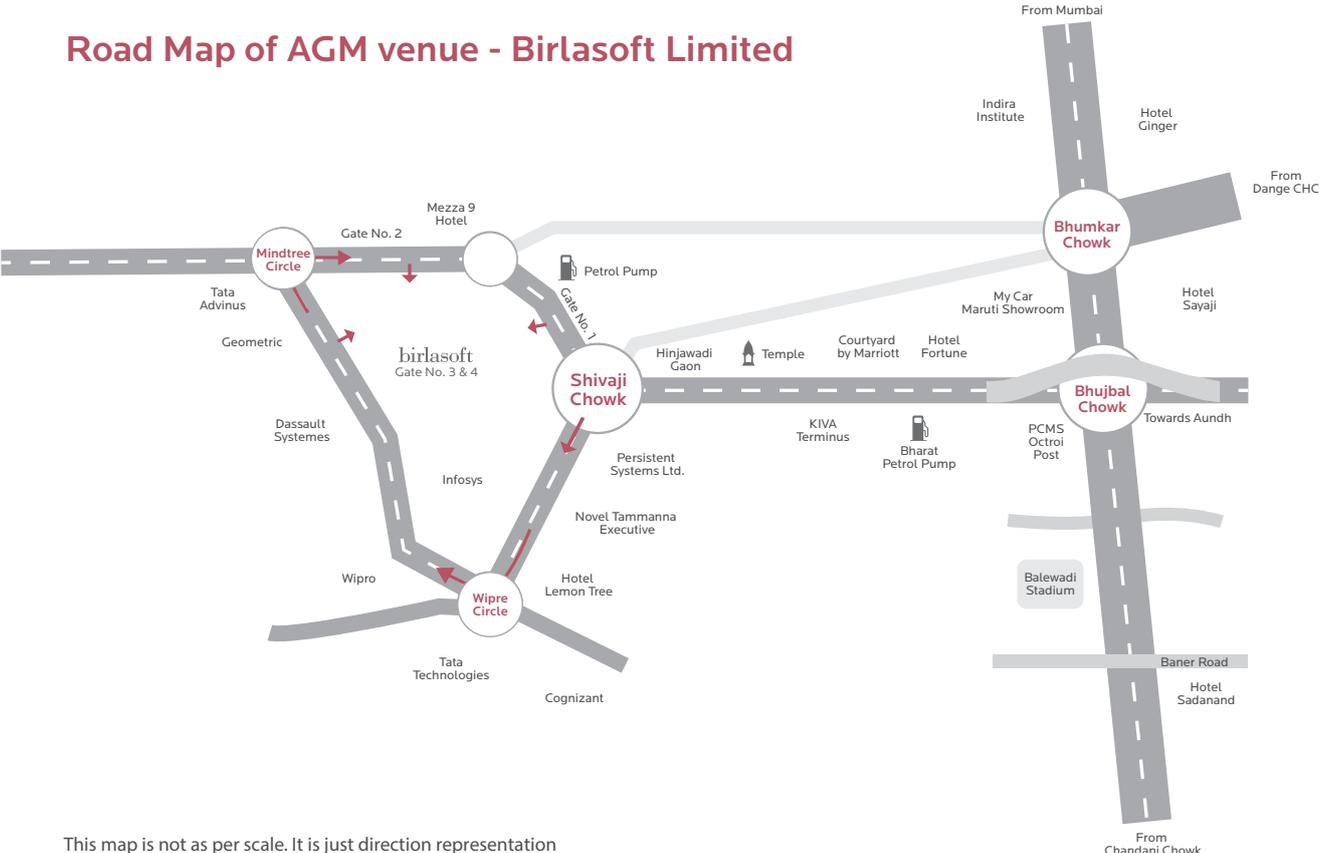
General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jbbhave@gmail.com. Please mention the e-mail ID of Scrutinizer 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.nsd.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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

- IX. The Company has appointed Mr. Jayavant Bhave, Proprietor, J. B. Bhave & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process and ballot process in a fair and transparent manner.
- X. The Chairman will, at the end of discussion on the resolution on which voting is to be held, allow voting by use of "Ballot Paper" for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, to the Chairman or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.birlasoft.com) and on the website of NSDL (www.evoting.nsd.com) immediately after the declaration of result by the Chairman or a person authorized by her in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

Road Map of AGM venue - Birlasoft Limited



This map is not as per scale. It is just direction representation

birlasoft

BIRLASOFT LIMITED

(formerly KPIT Technologies Limited)

CIN: L72200PN1990PLC059594

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC,

Hinjawadi, Pune – 411057, India.

Tel.: +91-20-6652 5000 | Fax: +91-20-6652 5001 | Email: contactus@birlasoft.com | Website: www.birlasoft.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s) holding _____ equity shares of the above named Company, hereby appoint:

1) Name: _____ Email ID: _____

Address: _____

Signature: _____ or failing him/her

2) Name: _____ Email ID: _____

Address: _____

Signature: _____ or failing him/her

3) Name: _____ Email ID: _____

Address: _____

Signature: _____ or failing him/her



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on Wednesday, August 7, 2019 at 4.00 p.m. at Birlasoft Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune – 411057 and at any adjournment thereof in respect of such resolutions as are listed below:

Resolution No	Resolutions:
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors and the report of the Board of Directors thereon.
2.	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors thereon.
3.	To declare dividend for the financial year ended March 31, 2019.
4.	To re-appoint the Statutory Auditor to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2023.
5.	To appoint Mrs. Amita Birla (DIN: 00837718) as a Director & Chairman of the Company.
6.	To appoint Mr. Chandrakant Birla (DIN: 00118473) as a Director of the Company.
7.	To appoint Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company.
8.	To appoint Ms. Nandita Gurjar (DIN: 01318683) as an Independent Director of the Company.
9.	To appoint Mr. Prasad Thrikutam (DIN: 06814004) as an Independent Director of the Company.
10.	To approve the remuneration paid to Mr. Anjan Lahiri (DIN: 06407055) who was appointed as Managing Director & Chief Executive Officer of the Company, for the period from January 16, 2019 till May 31, 2019.
11.	To approve the remuneration paid to Mr. Pawan Sharma (DIN: 01924215) who was appointed as Whole – time Director of the Company, for the period from January 15, 2019 till May 31, 2019.
12.	To appoint Mr. Dharmender Kapoor (DIN: 08443715) as the Chief Executive Officer (CEO) & Managing Director of the Company, for a period of three years, with effect from June 1, 2019.
13.	To adopt a new set of Articles of Association of the Company.
14.	To approve the commission to be paid to the Non-Executive Directors of the Company, for a period of 5 years commencing from the financial year 2019-20.

Signed this _____ day of _____ 2019.

Signature of the shareholder _____

Signature of proxy holder(s) _____

Affix Revenue Stamp

Note:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. The proxy, in order to be effective, must be duly filled, stamped, signed and deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.



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 6652 5000 | Fax: +91 20 6652 5001

Email: contactus@birlasoft.com | Website: www.birlasoft.com

ATTENDANCE SLIP

(Please complete this attendance slip and hand over at the entrance of the meeting venue)

Registered Folio No./DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Wednesday, August 7, 2019, at 04:00 p.m., at Birlasoft Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057, India.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

NOTES:

1. Members/Joint Members/Proxies are requested to bring the Attendance Slip with them. Duplicate attendance slip will not be issued at the meeting venue.
2. A proxy is requested to bring his/her valid photo identity proof at the meeting.
3. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share of the Company carrying voting rights.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Notes:

1. Please read the instructions for electronic voting printed along with the notice of the Annual General Meeting to be held on Wednesday, August 7, 2019, at 04:00 p.m. Please note cut-off date for e-voting is Wednesday, July 31, 2019 as mentioned in the e-voting instructions.
2. The remote e-voting period starts from Friday, August 2, 2019 (09:00 a.m.) to Tuesday, August 6, 2019 (till 05:00 p.m.). The voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.