

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




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Notice of the 32nd Annual General Meeting and e-voting information

1. **NOTICE** is hereby given that the 32nd Annual General Meeting ("the AGM") of Birlasoft Limited will be held on **Thursday, July 27, 2023, at 02:30 p.m. (IST)**, through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), to transact the business as set out in the AGM Notice, in compliance with the Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India ("the Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the aforesaid Circulars, the Annual Report 2022-23 including the AGM Notice has been sent only through electronic mode (by e-mail) on July 4, 2023, to those Members whose e-mail IDs are registered with the Registrar & Transfer Agent ("RTA") or the respective Depository Participants ("DPs") and has also been made 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 National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>.
3. In terms of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR), the Company is providing to all its Members, the facility to exercise their vote by electronic means ("e-voting") on the business set forth in the AGM Notice. The Company has engaged the services of NSDL as the authorized agency for providing e-voting (remote and at the AGM) facility to its Members and for conducting of the AGM through VC/OAVM facility.
4. The Board has appointed Mr. Jayavant Bhawe - Proprietor of J. B. Bhawe & Co., Company Secretaries (Membership No. - F4266), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. All Members are informed that:
 - a) The business as set forth in the AGM Notice shall be transacted through remote e-voting or e-voting at the AGM.
 - b) The remote e-voting period commences on **Saturday, July 22, 2023, at 09:00 a.m. (IST)** and ends on **Wednesday, July 26, 2023, at 05:00 p.m. (IST)**. Remote e-voting shall not be allowed beyond 05:00 p.m. (IST) on Wednesday, July 26, 2023.
 - c) Electronic Voting Event Number (EVEN): 124365
 - d) 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 i.e., **Thursday, July 20, 2023**, only shall be entitled to vote through remote e-voting, or e-voting at the AGM and for participation in the AGM through VC/OAVM facility.
 - e) Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again. Once the vote is cast, the Member shall not be allowed to change it subsequently.
 - f) As per the provisions of Section 103 of the Act, Members attending the AGM through VC/OAVM facility will be counted for the purpose of reckoning the quorum. **Facility for appointment of proxy for the AGM will not be available.**
 - g) 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 at the AGM.
 - h) Any person who becomes a Member of the Company after dispatch of the AGM Notice and holds shares as on the Cut-off Date i.e., Thursday, July 20, 2023, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if such person is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting 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.
6. **Process for those Members whose e-mail IDs are not registered with the DPs/RTA for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:**
 - a) In case shares are held in physical form, 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 pune@linkintime.co.in.
 - b) In case shares are held in demat form, 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.
7. **In case of any queries, Members 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: 022 - 48867000 and 022 - 24997000 or send a request at evoting@nsdl.co.in.

Members who need assistance before or during the AGM, can also contact on the above-mentioned details.
8. The Record Date for determining eligibility of Members to receive final dividend for the financial year ended March 31, 2023, if approved at the AGM is **Friday, July 14, 2023**. Payment of final dividend, if approved at the AGM, will be made within the statutory time limit of 30 days.
9. In terms of the provisions of the Income-tax Act, 1961, payment of dividend will be subject to Tax at Source ("TDS") at the applicable tax rates. To enable the Company to apply correct TDS rates, Members are requested to furnish prescribed documentation on the portal of Registrar & Transfer Agent ("RTA") on or before **Friday, July 14, 2023 (06:00 p.m. IST)**. The details of documents to be submitted are available on the website of the company at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info> and on the RTA's website at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. For further details Members may please refer to the **Annexure - TDS on Dividend** in the AGM Notice.
10. Members are advised to keep their KYC and bank account details updated. The process for updating these details is provided in the AGM Notice.

For Birlasoft Limited

Place: Pune
Date: July 4, 2023

Sd/-
Sneha Padve
Company Secretary & Compliance Officer

Birlasoft Limited

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase-I, MIDC, Hinjawadi, Pune (MH) 411057, India
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For Birlasoft Limited

Place: Pune
Date: July 4, 2023

Sd/-
Sneha Padve
Company Secretary & Compliance Officer

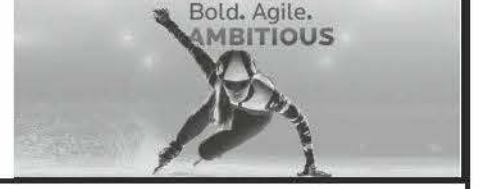
बिरलासॉफ्ट लिमिटेड

नोंदणीकृत कार्यालय : ३५ व ३६, राजीव गांधी इन्फोटेक पार्क, फेज-१, एम्आयडीसी, हिंजवडी, पुणे (महाराष्ट्र) - ४११०५७, भारत | दूरध्वनी क्र.: +९१ २० ६६५२ ५००० | फॅक्स क्र.: +९१ २० ६६५२ ५००१ | ई-मेल: contactus@birlasoft.com | संकेतस्थळ : www.birlasoft.com | सीआयएन: एल७२२००पीएन१९३०पीएलसी०५९५९४

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३२व्या वार्षिक सर्वसाधारण सभेची सूचना आणि ई-वोटिंग संदर्भातील माहिती

- यानुसार सूचना देण्यात येते की, बिरलासॉफ्ट लिमिटेडची ३२वी वार्षिक सर्वसाधारण सभा ("एजीएम") व्हीडीओ कॉन्फरन्स/अन्य दूरकाम्राय ("व्हीसी/ओएव्हीएम") पध्दतीने **गुरुवार, जुलै २७, २०२३ रोजी, दुपारी ०२.३० वाजता (भारतीय प्रमाणवेळ)** एजीएमच्या सूचनेत नमूद केल्यानुसार कामकाज पार पाडण्यासाठी कंपनी व्यवहार मंत्रालयाने दि. २८ डिसेंबर, २०२२ रोजी जारी केलेले परिपत्रक क्र. १०/२०२२ आणि सिक्युरिटीज अॅण्ड एक्सचेंज बोर्ड ऑफ इंडिया यांनी ५ जानेवारी, २०२३ रोजी जारी केलेले परिपत्रक क्र. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 यानुसार ("परिपत्रके") आणि कंपनी कायदा, २०१३ ("कायदा") आणि सिक्युरिटीज अॅण्ड एक्सचेंज बोर्ड ऑफ इंडिया (लिस्टिंग ऑब्लीगेशन्स अॅण्ड डिस्क्लोजर रिगलेशनमेंट्स) रेग्युलेशन्स, २०१५ ["सेबी (एलओडीआर)"] मधील तरतुदींची पूर्तता करून सामूहिक ठिकाणी सभासदांची प्रत्यक्ष उपस्थिती न ठेवता आयोजित करण्यात आली आहे. एजीएमचे स्वागत स्थळ हे कंपनीचे नोंदणीकृत कार्यालय असेल.
- वर नमूद केलेल्या परिपत्रकांनुसार एजीएमच्या सूचनेसह २०२२-२३ चा वार्षिक अहवाल, फक्त इलेक्ट्रॉनिक पध्दतीने (ई-मेल द्वारे) जुलै ४, २०२३ रोजी अशा सभासदांना पाठविण्यात आला आहे ज्यांचे ई-मेल आयडी रजिस्ट्रार अॅण्ड ट्रान्स्फर एजंट ("आरटीए") किंवा संबंधित डिपॉझिटरी पार्टीसिपंट्स ("डीपीज") यांच्याकडे नोंदविण्यात आलेले आहेत. तसेच कंपनीचे संकेतस्थळ <https://www.birlasoft.com/company/investors/policies-reports-filings> वर आणि स्टॉक एक्सचेंजस म्हणजे बीएसई लिमिटेड आणि नॅशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड यांचे संकेतस्थळ अनुक्रमे www.bseindia.com आणि www.nseindia.com, नॅशनल सिक्युरिटीज डिपॉझिटरी लिमिटेड ("एनएसडीएल") यांचे संकेतस्थळ <https://www.evoting.nsdl.com> येथेही उपलब्ध आहेत.
- कायद्याच्या कलम १०८ आणि इतर लागू तरतुदीनुसार, तसेच सुधारित केलेल्या कंपनी (व्यवस्थापन आणि प्रशासन) नियमावली २०१४ च्या नियम २० अन्वये, तसेच सेबी (एलओडीआर) च्या नियम ४४ नुसार, कंपनी सर्व सभासदांना वार्षिक सर्वसाधारण सभेच्या सूचना पत्रामध्ये नमूद केलेल्या विषयांवर आपले मत नोंदवण्यासाठी इलेक्ट्रॉनिक मतदान ("ई-वोटिंग") सुविधा प्रदान करत आहे. कंपनीने वार्षिक सर्वसाधारण सभा व्हीसी/ओएव्हीएम पध्दतीने घेण्यासाठी तसेच सभासदांना ई-वोटिंग (रिमोट व एजीएमच्या वेळी) सुविधा प्रदान करण्यासाठी अधिकृत एजन्सी म्हणून एनएसडीएल या संस्थेच्या सेवा घेतल्या आहेत.
- संचालक मंडळाने श्री. जयवंत भावे-प्रोग्रायटर जे. बी. भावे अॅण्ड कं., कंपनी सेक्रेटरीज (मॅबरशिप नं. - एफ४२६६) यांची ई-वोटिंग प्रक्रिया खुल्या आणि पारदर्शक वातावरणात पार पडवी यासाठी निरिक्षक म्हणून नियुक्ती केली आहे.
- सभासदांना कळविण्यात येते की:
 - एजीएमच्या सूचनेत नमूद करण्यात आलेल्या कार्यपत्रिकेतील कामकाज रिपोर्ट ई-वोटिंगद्वारे किंवा एजीएमच्या वेळी ई-वोटिंगद्वारे पार पाडण्यात येईल.
 - रिमोट ई-वोटिंग **शनिवार, जुलै २२, २०२३, सकाळी ०९:०० वाजता (भारतीय प्रमाणवेळ)** सुरु होऊन **बुधवार, जुलै २६, २०२३, सायं. ०५:०० वाजता (भारतीय प्रमाणवेळ)** समाप्त होईल. रिमोट ई-वोटिंग बुधवार, जुलै २६, २०२३, सायं. ०५:०० वाजता (भारतीय प्रमाणवेळ) नंतर करू दिले जाणार नाही.
 - इलेक्ट्रॉनिक वोटिंग इव्हेंट नं. (ईव्हीईएन) १२४३६५ आहे.
 - फक्त ज्या व्यक्तीचे नाव डिपॉझिटरीज यांनी ठेवलेल्या सभासदांच्या किंवा लाभधारक व्यक्तींच्या यादीत कट-ऑफ डेटला म्हणजे **गुरुवार, जुलै २०, २०२३ रोजी** असेल अशा व्यक्तींनाच रिमोट ई-वोटिंग किंवा एजीएमच्या वेळी ई-वोटिंग सुविधेद्वारे मतदान तसेच व्हीसी/ओएव्हीएम द्वारे एजीएम मध्ये सहभागी होण्याचा अधिकार असेल.
 - ज्या सभासदांनी रिमोट ई-वोटिंगद्वारा मतदान केले आहे त्यांना एजीएमला उपस्थित राहता येईल, परंतु त्यांना पुन्हा मतदान करता येणार नाही. एकदा मतदान केल्यानंतर सभासदास त्यानंतर ते बदलता येणार नाही.
 - व्हीसी/ओएव्हीएम सुविधेद्वारे सहभागी होणाऱ्या सभासदांची कायद्याच्या कलम १०३ नुसार किमान गणसंख्येत मोजणी करण्यात येईल. **एजीएमसाठी प्रॉक्सि नियुक्त करण्याची सुविधा उपलब्ध होणार नाही.**
 - फक्त ते सभासद जे व्हीसी/ओएव्हीएम सुविधेद्वारा एजीएमच्या वेळी उपस्थित राहतील आणि त्यांनी ठरावांवर रिमोट ई-वोटिंगद्वारे मतदान केलेले नाही आणि अन्यथा त्यांना तसे करण्यास प्रतिबंधित करण्यात आलेले नाही, अशांना एजीएमच्या वेळी ई-वोटिंग सुविधेद्वारे मतदान करता येईल.
 - कोणत्याही व्यक्तीने कंपनीचे समभाग धारण केले आणि एजीएमची सूचना रवाना करण्यात आल्यानंतर सभासद झाला असेल आणि कट-ऑफ डेटला म्हणजे गुरुवार, जुलै २०, २०२३ रोजी असे समभाग धारण करीत असेल तर त्यांस evoting@nsdl.co.in वर विनंती पाठवून यूजर आयडी आणि पासवर्ड प्राप्त करता येईल. मात्र अशी व्यक्ती रिमोट ई-वोटिंगसाठी एनएसडीएलकडे अगोदरच नोंदणीकृत असेल तर त्याला/तिला, त्याचा/तिचा सध्याचा यूजर आयडी आणि पासवर्ड त्याचे/तिचे मतदान करण्यासाठी वापरता येईल. जी व्यक्ती कट-ऑफ डेटला सभासद नसेल अशा व्यक्तीने ही एजीएमची सूचना फक्त माहितीच्या हेतूने आहे असे समजावे.
- ज्या सभासदांचे डिपॉझिटरी/आरटीए यांच्याकडे ई-मेल आयडी नोंदविण्यात आलेले नाहीत त्यांनी यूजर आयडी आणि पासवर्ड प्राप्त करणे आणि सूचनेत नमूद केल्यानुसार ठरावांवर मतदान करण्यासाठीची नोंद करणे यासाठी प्रक्रिया:
 - प्रत्यक्ष स्वरूपात समभाग धारण करीत असल्यास कृपया फोलियो नं., सभासदाचे नाव, शेअर सर्टीफिकेटची स्कॅन कॉपी (फ्रंट आणि बॅक), पॅन (पॅनकार्डची स्वयंसाक्षात्कृत प्रत), आधार (आधार कार्डची स्वयंसाक्षात्कृत प्रत) ई-मेल द्वारे pune@linkintime.co.in वर पाठवावी.
 - अप्रत्यक्ष स्वरूपात समभाग धारण करीत असल्यास कृपया डीपीआयडी-सीएलआयडी (१६ डिजिट डीपीआयडी + सीएलआयडी किंवा १६ डिजिट बेनिफिशियरी आयडी) नाव, क्लॉग मॉस्टर किंवा एकत्रित अकरउंट स्टेटमेंट, पॅन (पॅन कार्डची स्वयंसाक्षात्कृत प्रत), आधार (आधार कार्डची स्वयंसाक्षात्कृत प्रत) evoting@nsdl.co.in वर पाठवावी.
- सभासदांना जर काही शंका असेल, तर-
 - भागधारकांकरिता वारंवार विचारले जाणारे प्रश्न (एफएक्यूज) आणि भागधारकांसाठी ई-वोटिंग यूजर मॅन्युअल www.evoting.nsdl.com वरील डाऊनलोड सेक्शनमध्ये पहावे किंवा
 - टोल फ्री नं. ०२२-४८८६७००० आणि ०२२-२४९९७००० वर फोन करा किंवा evoting@nsdl.co.in वर विनंती पाठवावी.
- एजीएमच्या आधी किंवा त्यावेळी ज्या सभासदांना सहकार्य हवे असेल त्यांनीही वर नमूद केलेल्या तपशिलांनुसार संपर्क करावा.
- ३१ मार्च २०२३ रोजी संपलेल्या आर्थिक वर्षासाठी सभासदांची अंतिम लाभांश प्राप्त करण्यासाठी पात्रता निश्चित करण्याची रेकॉर्ड तारीख, जर एजीएममध्ये मंजूर झाली तर **शुक्रवार, जुलै १४, २०२३** आहे. अंतिम लाभांश, एजीएममध्ये मंजूर झाल्यास, ३० दिवसांच्या वैधानिक कालमर्यादित दिला जाईल.
- प्राप्तिकर कायदा, १९६१ च्या तरतुदीनुसार, लाभांशाचा भरणा टॅक्स अॅट सोर्स ("टीडीएस") च्या अधीन असेल. कंपनीला योग्य टीडीएस दर लागू करण्यास सक्षम करण्यासाठी, सदस्यांना विनंती केली जाते की त्यांनी आरटीए च्या पोर्टलवर **शुक्रवार, जुलै १४, २०२३ रोजी (सायं. ०६:०० भारतीय प्रमाणवेळ)** किंवा त्यापूर्वी विहित कागदपत्रे सादर करावीत. सादर करावयाच्या कागदपत्रांचे तपशील कंपनीचे संकेतस्थळ <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info> आणि आरटीएच्या संकेतस्थळावर <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> वर उपलब्ध आहेत. अधिक तपशिलांसाठी सभासदांनी कृपया एजीएम सूचनेतील संलग्नक - लाभांशावरील टीडीएस पहावे.
- सभासदांनी नोंद घ्यावी की, त्यांनी त्यांचे केवायसी आणि बँक खाते तपशील अपडेट ठेवावेत. हे तपशील अद्ययावत करण्याची प्रक्रिया एजीएम सूचनेमध्ये नमूद केली आहे.

बिरलासॉफ्ट लिमिटेड साठी

ठिकाण: पुणे
दिनांक: जुलै ४, २०२३

सह/ -
स्नेहा पाडवे
कंपनी सचिव व अनुपालन अधिकारी