



July 5, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Scrip ID: BSOFT Scrip Code: 532400

Kind Attn: The Manager, Department of Corporate Services National Stock Exchange of India Ltd., Exchange Plaza, C/1, G Block, Bandra - Kurla Complex, Bandra (E),

Mumbai - 400051.

Symbol: BSOFT Series: EQ

Kind Attn: The Manager, Listing Department

Subject: - Newspaper Publication - Public Announcement for Buyback of Equity Shares

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III and Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with Regulation 7 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, please find enclosed the clippings of Public Announcement for buyback of equity shares of the Company, published today in all editions of Business Standard (English and Hindi) and in the Pune edition of Loksatta (Marathi).

The same is also being made available on the Company's website at www.birlasoft.com.

This is for your information and records.

Thanking you.

Yours faithfully,

For Birlasoft Limited

spadue

Sneha Padve

Company Secretary & Compliance Officer

Encl.:- As mentioned above.

Birlasoft Limited

((CK BIRLA GROUP

birlasoft

Equity Shares

Mr. Dharmander Kanoor

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF BIRLASOFT LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement"/ "PA") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of the Company, pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations"), and contains the disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 7,800,000 (SEVEN MILLION EIGHT HUNDRED THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 2/- (INDIAN RUPEE TWO ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 500/- (INDIAN RUPEES FIVE HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE **MECHANISM**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column of row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

- The Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any committee constituted by the Board to exercise its powers), at its meeting held on May 23, 2022 ("Board Meeting") has, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicab laws and subject to approval of shareholders of the Company by way of a special resolution, approved the proposal for the buyback of up to 7,800,000 (seven million eight hundred thousand only) Equity Shares, representing up to 2.79% of the total number of equity shares in the paid-up share capital of the Company, at a price of INR 500/-(Indian Rupees five hundred only) per Equity Share ("Buyback Price") payable in cash, for an aggregate amount not exceeding INR 3,900 million (Indian Rupees three thousand and nine hundred million only) (excluding transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Costs")) ("Buyback Size") from all of the equity shareholders/ beneficial owners of the Company, including the promoters and members of the promoter group of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, hereinafter "**Promoter and Promoter Group**"), who hold Equity Shares as of the Record Date (as defined below) ("**Buyback**").
- Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as amended (the "Companies Act"), the Board had sought the approval of the Company's shareholders for the Buyback by way of a notice of postal ballot dated May 27, 2022 ("Postal Ballot Notice"). The shareholders of the Company approved the Buyback on June 30, 2022 'Shareholders' Resolution Date") through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on July 1, 2022 ("**Shareholders' Approval**")
- The Buyback is in accordance with Articles 11 and 13 of the Articles of Association of the Company, Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act and rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Share Capital Rules"), and the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), to the extent applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the Buyback Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Pune, National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and or other authorities, institutions or bodies, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- The Equity Shares are listed on BSE and NSE. The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/ beneficial owners of the Company who hold Equity Shares as at July 15, 2022 ("Record Date") (such shareholders "Eligible Shareholders") through the "tender offer" process prescribed under Regulation 4(iv)(a) of the Buyback Regulations and shall be implemented using the stock exchange mechanism notified by the SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force ("SEBI Circulars") or such other mechanism as may be applicable. In this regard, the Company will request NSE and BSE ("Stock Exchanges") to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this buyback, BSE will be the designated stock exchange.
- The aggregate paid-up share capital and free reserves as per the latest audited standalone financial statements of the Company as on March 31, 2022 is INR 15.618 million. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e., INR 3,904 million. The maximum amount proposed to be utilized for the Buyback (excluding Transaction Costs), INR 3,900 million (Indian Rupees three thousand and nine hundred million only), is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2022. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buyback up to 7,800,000 (seven million eight hundred thousand only) Equity Shares, the same is within the aforesaid 25% limit.
- The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.
- 1.7 In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group entities have expressed their intention not to participate in the Buyback *vide* their letters dated May 24, 2022 and May 25, 2022 and shall not tender any Equity Shares in the Buyback.
- The Buyback will not result in any benefit to the members of the Promoter and Promoter Group, persons in control of the Company or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation, if any, in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Pursuant to the completion of the Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter and Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.
- A copy of this Public Announcement is available on the website of the Company (www.birlasoft.com), and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).
- 1.10 Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The Buyback transaction would be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, shareholders are advised to consult their own legal, financial and tax advisors prior to participating

NECESSITY FOR THE BUYBACK

- The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback is being undertaken for the following reasons:
 - 2.1.1 The Buyback will help the Company to distribute surplus cash to its members holding Equity Shares thereby enhancing the overall return for them:
 - 2.1.2 The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";
- 2.1.3 The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- 2.1.4 The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback,
- MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE **FINANCED**
- The maximum amount required for Buyback will not exceed INR 3,900 million (Indian Rupees three thousand and nine hundred million only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.97%and 16.32% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022, respectively, which is within the prescribed limit of 25%.
- The funds for the implementation of the proposed Buyback will be sourced out of free reserves, securities premium of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.
- The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account
- MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK
- The Equity Shares are proposed to be bought back at a price of INR 500/- (Indian Rupees five hundred only) per
- 4.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE & NSE where the Equity Shares of the Company are listed, price earnings ratio, impact on other financial parameters and possible impact of Buyback on the earnings per share.
- 4.3 The Buyback Price represents:
- 4.3.1 premium of 15.43% and 14.44% to the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 3 (three) months period ending May 18, 2022, being the date of intimation to the stock exchanges regarding the proposal of Buyback being considered at Board Meeting ("Intimation
- 4.3.2 premium of 28.44% and 28.42% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date; and
- 4.3.3 premium of 32.19% and 32.24% over the closing price of the Equity Shares on BSE and NSE, as on May 23, 2022, being the Board Meeting Date.
- The closing market price of the Equity Shares as on the Intimation Date was INR 389.30/- and INR 389.35/- and as on the Board Meeting Date was INR 378.25/- and INR 378.10/- on BSE and NSE, respectively.
- 4.5 The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves both on the basis of audited standalone and audited consolidated financial statements as on March 3'
- MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK The Company proposes to buyback a maximum of 7,800,000 (seven million eight hundred thousand only) Equity

- Shares, representing 2.79% of the total number of equity shares in the paid-up share capital of the Company DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO PARTICIPATE IN THE BUYBACK
- The aggregate shareholding of the Promoters and Promoter Group, Directors of the Company's promoters and persons who are in control as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e. May 27, 2022 and the date of this PAi.e. July 4, 2022, are as follows:

Sr. No.		Dates of Board Meeting and Postal Ballot Notice		Announcement	
		No. of Equity Shares held	Shareholding Percentage (%)	No. of Equity Shares held	
1	National Engineering Industries Limited	10,77,36,274	38.52	10,77,36,274	38.48
2	Central India Industries Limited	51,69,511	1.85	51,69,511	1.85
	Total	11,29,05,785	40.36	11,29,05,785	40.32

Note: As on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e., May 27, 2022 and the date of this PA i.e. July 4, 2022, none of the Directors of the Company's promoters hold any equity shares in the

The aggregate holding of Equity Shares, Employee Stock Options ("ESOPs") and Restricted Stock Units ("RSUs") 6.2 in the Company of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e., May 27, 2022 and the date of this PAi.e. July 4, 2022, are as

Sr. No		Designation		oard Meeting Ballot Notice		of Public incement
			No. of Equity Shares held	Shareholding Percentage (%)	No. of Equity Shares held	Shareholding Percentage (%)
1	Dharmander Kapoor	CEO & Managing Director	7,56,245	0.27	7,56,245	0.27
2	Nandita Gurjar	Independent Director	138	0.00	138	0.00
3	Sneha Padve	Company Secretary	17,560	0.01	22,560	0.01
SO	Ps / RSUs granted	but not exercised				

_		a but not exercised				
Sr.	Name	Designation		ard Meeting		f Public_
No			and Postal I	Ballot Notice	Annour	ncement
			No. of ESOPs held	No. of RSUs held	No. of ESOPs held	No. of RSUs held
1	Dharmander Kapoor	CEO & Managing Director	274,143	411,215	274,143	411,215
2	Chandrasekar Thyagarajan	Chief Financial Officer	137,072	205,608	137,072	205,608
3	Sneha Padve	Company Secretary	22,500		22,500	

Note: Except for above, none of the other Directors and Key Managerial Personnel of the Company hold any Equity Shares or ESOPs / RSUs as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e. May 27, 2022 and the date of this PA i.e. July 4, 2022.

No Equity Shares of the Company have been purchased / sold by any of the Promoters and Promoter Group Directors of the Company's promoters, Directors and Key Managerial Personnel of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this PA, other than:

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No. of Shares	Date of Allotment/	Nature of	Maximum	Minimum	Average
Allotted /Transferred	Transfer	Transaction	Price (INR)	Price (INR)	Price (INR)
150,000	February 25, 2022	Allotment of Equity	3.10	3.10	3.10
		Shares pursuant			
		to ESOPs			
328,200	Not allotted yet*	Exercise of ESOPs	61.95	3.10	52.26
411,216	Not allotted yet*	Exercise of RSUs	2.00	2.00	2.00
*Note: These ESOPs and	d RSUs have been ex	ercised on May 8, 202	2, however, th	e allotment of	equity shares

pursuant to such exercise is yet to be undertaker

Ms. Nandita Gurjar:					
No. of Shares Allotted /Transferred	Date of Allotment/ Transfer	Nature of Transaction	Maximum Price (INR)	Minimum Price (INR)	Average Price (INR)
138	November 24, 2021	Purchase	498.87	498.87	498.87
Ms. Sneha Padve:					
No. of Shares Allotted /Transferred	Date of Allotment/ Transfer	Nature of Transaction	Maximum Price (INR)	Minimum Price (INR)	Average Price (INR)
12,500	December 7, 2021	Allotment of Equity	61.95	61.95	61.95
5,000	May 23, 2022	Shares pursuant	61.95	61.95	61.95
5,000	June 17, 2022	to ESOPs	61.95	61.95	61.95

Intention of the members of the Promoter Group and persons in control of the Company to participate in the In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option

to participate in the Buyback. In this regard, the Promoter and Promoter Group entities have expressed their intention not to participate in the Buyback vide their letters dated May 24, 2022 and May 25, 2022 and shall not tender any Equity Shares in the Buyback.

CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- All the Equity Shares of the Company are fully paid-up; The Company shall pay the consideration only by way of cash;
- The Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) or
- convert any outstanding employee stock options/ outstanding instruments into Equity Shares, from the Shareholders' Resolution Date, i.e. June 30, 2022, till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback; The Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same
- kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares; 7.5 Unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the
- Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(i)(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations:
- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the offer to Buyback is made
- The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- The Company shall transfer from its free reserves or securities premium account and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements:
- 7.9 The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be:
- The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the
- implementation of Buyback;
- The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act; 7.12 The aggregate amount of the Buyback i.e. up to INR 3,900 million (Indian Rupees three thousand and nine hundred
- million only) does not exceed 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as at
- The maximum number of Equity Shares proposed to be purchased under the Buyback (up to 2.79% Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2022; The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the
- Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback: 7.15 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of
- the Companies Act. as on date 7.16 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its
- own subsidiary companies, or through any investment company or group of investment companies The Buyback shall be completed within a period of 1 (one) year from June 30, 2022 i.e. the Shareholders' Resolution
- 7.18 The Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares
- 7.19 The Company has not undertaken a buyback of any of its securities during the period of one year immediately
- preceding the date of the board meeting approving the Buyback; 7.20 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback
- Regulations and the Companies Act within the specified timelines; The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations; and
- 7.22 The Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the

CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

- $As \ required \ by \ Clause \ (x) \ of \ Schedule \ I \ of \ the \ Buyback \ Regulations, the \ Board \ hereby \ confirms \ that \ it \ has \ made \ a \ full$ enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that: 8.1.1 Immediately following the date of the Board Meeting, i.e. May 23, 2022, and the Shareholders' Resolution
- 8.1.2 That as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the Shareholders' Resolution Date, and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent

Date, i.e. June 30, 2022, there will be no grounds on which the Company could be found unable to pay its

year from the Shareholders' Resolution Date, as the case may be: 8.1.3 In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

The text of the report dated May 23, 2022, by the Statutory Auditors of the Company, addressed to the Board is

Enterprise to the Power of Digital™

Dear Sirs

The Board of Directors Birlasoft Limited 35 & 36, Rajiv Gandhi Infotech Park, Phase I, MIDC, Hinjewadi, Pune- 411057

Statutory Auditor's Report in respect of proposed buyback of equity shares by Birlasoft Limited (the "Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated 20 May 2022.

- 2. The Board of Directors of Birlasoft Limited have approved a proposed buy-back of equity shares by the Company at its meeting held on 23 May 2022 (subject to the approval of the shareholders), in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') read with Buyback Regulations
- 3. We have been requested by the Management of the Company (the "Management") to provide a report on the accompanying "Statement of Permissible Capital Payment (including securities premium)" (Annexure A) as at 31 March 2022. This Statement has been prepared by the Management, which we have initialed for identification purposes only.

Management's Responsibility

- 4. The preparation of the Statement in accordance with the provisions of the Act and the compliance with the Buyback Regulations, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 5. Pursuant to the requirements of clause (xi) of Schedule I of the Buyback Regulations, it is our responsibility to
- provide a reasonable assurance: (i) whether we have inquired into the state of affairs of the Company in relation to its audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March
- (ii) if the amount of the permissible capital payment as stated in Annexure A for the proposed buyback of equity shares, has been properly determined considering the audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March 2022, in accordance with Section 68 of the Act, Regulation 4 of the Buyback Regulations; and
- (iii) if the Board of Directors of the Company, in their meeting on 23 May 2022, have formed the opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the board resolution dated 23 May 2022 and from the date on which the results of the
- 6. The audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March 2022 referred to in paragraph 5 above, have been audited by us, on which we have issued an unmodified opinion vide our report dated 23 May 2022. We conducted our examination of the Standalone Financial Statements and Consolidated Financial Statements in accordance with the Standards on Auditing and other authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financia statements are free of material misstatements.
- 7. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and
- Related Services Engagements. 9. Based on inquiries conducted and our examination as above, we report that:

shareholders' resolution with regard to the proposed buyback are declared.

- (i) We have inquired into the state of affairs of the Company in relation to its Audited Standalone Financial Statements and Audited Consolidated Financial Statements as at and for the year ended 31 March 2022 which have been approved by the Board of Directors of the Company on 23 May 2022;
- (ii) The amount of permissible capital payments (including securities premium) towards the proposed buyback of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68 of the Act, Regulation 4 of the Buyback Regulations, The amounts of share capital and free reserves have been extracted from the Audited Standalone Financial Statements and Audited Consolidated Financial Statements as at and for the year ended 31 March 2022 of the Company
- (iii) The Board of Directors of the Company, at their meeting held on 23 May 2022, have formed their opinion, as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds, and that the Company having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 23 May 2022 and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

Restriction on use

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, explanatory statement to the shareholders of the Company, draft letter of offer and letter of offer pertaining to buyback to be sent to the shareholders of the Company or filed with the (a) Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Manager to the proposed buyback offer, each for the purpose of extinguishment of equity shares and may not be suitable for any other

For B S R & Co. LLF

Firm's Registration No. 101248W / W-100022

Swapnil Dakshindas Partner Membership no.: 113896 UDIN: 22113896AJLKYT9498

Date: 23 May 2022

Place: Pune

Birlasoft Limited 35 & 36, Rajiv Gandhi

Infotech Park, Phase I, MIDC. Hinjewadi, Pune- 411057

Annexure A - Statement of permissible capital payment (including securities premium) as at 31 March 2022 Standalone Consolidated Particulars as on 31 March 2022

	Amount (INR)	Amount (INR)
Paid up Equity share capital (A)	558,992,164	558,992,164
(equity shares of face value of INR 2 each)		
Free Reserves (B = C+D+E below)	15,058,699,656	23,342,855,421
General reserve (C)	-	179,769,321
Retained earnings (D)	10,599,692,719	18,704,079,163
Securities premium (E)	4,459,006,937	4,459,006,937
Total Paid up capital and free reserves (F = A+B above)	15,617,691,820	23,901,847,585
Maximum amount permissible for buyback under Section 68 of the	e Companies Act, 2013	3,904,422,955
and Regulation 4 of the Buyback Regulations (i.e. upto 25% of the		
and free reserves, lower of standalone and consolidated financial	statements)	
Amount proposed by Board Resolution dated 23 May 2022 appro		3,900,000,000
subject to shareholders approval by special resolution, based on		
Financial Statements as at and for the year ended 31 March 2022	2	

- A) The aforesaid balances have been extracted accurately from the audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31st March 2022 and secretarial records
- B) Free reserves considered above, are in accordance with section 2(43) of the Act and Explanation II to Section 68 of the Act.
- C) The aforesaid Statement has been prepared in connection with the proposed buy-back of upto 7.800,000 equity shares at a price of INR 500/- per share aggregating upto INR 3,900,000,000. The shares proposed for buy-back have been determined in accordance with the provisions of the Companies Act, 2013 including Section 68 and Regulation 4 to the Buyback Regulations.
- D) The Board of Directors have in their meeting dated 23 May 2022, formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared. For and on behalf of Birlasoft Limited Signed for identification

Dharmander Kapoor **CEO & Managing Director** Date: May 23, 2022 Place: New Jersey

For B S R & Co. LLP Date: May 23, 2022 Place: Pune

Unquote RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the Buyback Regulations, the Company has fixed July 15, 2022, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
- 10.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback
- 10.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders; and (b) general category for all other Eligible Shareholders.
- 10.4 As defined in Regulation 2(1)(n) of the Buyback Regulations, a "small shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on NSE and BSE having the highest trading volume as on the Record Date, is not more than INR 200,000 (Indian Rupees two hundred thousand only). 10.5 In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the
- Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 10.6 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible within a period of one year from the date of the Board Meeting approving the Buyback or within a period of one Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs to. The final number of Equity Shares that the Company shall purchase from each Eligible

- Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder in the Buyback.
- 10.7 In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (small shareholder or general) and entitlement under Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical or where the PAN of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the
- 10.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- 10.9 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding in the Company, after completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 10.10 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the record date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 10.11 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.
- 10.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer to be sent to the Eliqible Shareholder(s).
- PROCESS AND METHODOLOGY FOR BUYBACK
- 11.1 The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/ or in dematerialized form as on Record Date.
- 11.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by the SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law
- For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



kotak Securities Limited
27 BKC, Plot no. C-27, "G" Block, Bandra Kurla Complex,

otak Securities Bandra (East), Mumbai 400 051; Tel no.: 1800 209 9191; Contact person: Mr. Ritesh Shah;

Email: service.securities@kotak.com; Website: www.kotaksecurities.com; SEBI registration no.:

NSE SEBI Registration No.: INZ000200137; BSE SEBI Registration No.: INZ000200137

- 11.4 The Company will request the Stock Exchanges to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback ("Designated Stock Exchange"). The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.
- 11.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the
- 11.6 In the event the Seller Member(s) of any Eligible Shareholder is not registered with the Stock Exchanges as a trading member/ stock broker, then that Eligible Shareholder can approach any registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e., Kotak Securities Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
- Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 11.8 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering
- 11.9 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 11.10 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:
 - 11.10.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
 - 11 10.2 The Seller Member(s) would be required to place an order/bid on behalf of the Fligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as 'Clearing Corporations").

- 11.10.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges or the Clearing
- 11.10.4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Fligible Shareholder shall be provided by the depositories to Clearing Corporations. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporations
- 11.10.5 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 11.10.6 Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID
- number of Equity Shares tendered etc. 11.10.7 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange hidding system, the Buyback shall be deemed to have been accented, for Fligible Shareholders holding Equity Shares in demat form.
- 11.10.8 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to
- acceptance of Buyback of shares by the Company. 11.11 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:
- 11.11.1 In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/ 144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.
- 11.11.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (A) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same orde in which they hold the shares), (B) original share certificate(s), (C) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (D) self-attested copy of PAN card(s) of all Eligible Shareholders, (E) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents; valid Aadhar card, voter identity card of passport
- 11.11.3 Based on documents mentioned in paragraph 11.11.2 above, the concerned Seller Member shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no of Equity Shares tendered etc.
- 11.11.4 Any Seller Member / Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., Link Intime India Private Limited (at the address mentioned at paragraph 14 below) on or before the offer closing date. The envelope should be superscribed as "Birlasoft Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- 11.11.5 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on Stock Exchanges website.
- 11.11.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- 11.11.7 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.
- 11.12 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign $\label{prop:exchange} \textbf{Exchange Management Act}, 1999 \, \textbf{and rules and regulations framed the reunder}, \textbf{if any}.$
- 11.13 The reporting requirements for non-resident shareholders under RBI. Foreign Exchange Management Act. 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.
- METHOD OF SETTLEMENT
- Upon finalization of the basis of acceptance as per the Buyback Regulations:
- 12.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporations' bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporations will make direct funds payout to respective

- Fligible Shareholders, If the Fligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
- 12.1.3 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 12.1.4 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporations from time to time.
- 12.1.5 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback, On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. Or settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
- 12.1.6 In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based or cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted equity shares in case the equity shares accepted by the Company are less than the equity shares tendered in the Buyback by the Equity Shareholders holding equity shares in the physical form.
- 12.1.8 The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 12.1.9 Eligible Shareholders who intend to participate in the Buyback should consult their respective Selle Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 12.1.10 The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 12.1.11 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

12.2 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be

- extinguished in the manner and following the procedure prescribed in the Buyback Regulations COMPLIANCE OFFICER
- The Company has designated the following as the Compliance Officer for the Buyback

Name: Sneha Padve **Designation:** Company Secretary

Company: Birlasoft Limited Address: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune – 411057

Tel no.: +91-20-66525000; Fax no.: +91-20-66525001; Email: secretarial@birlasoft.com

- 13.2 In case of any clarifications or to address investor grievance, the shareholders may contact the Compliance Officer from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the above
- INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK The Company has appointed the following as the Registrar to the Buyback

LINK Intime India Private Limited
Address: C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West,
Mumbai – 400083, Maharashtra, India. Tel. no.: +91 22 4918 6200 Fax no.: +91-22-4918-6195; Contact person: Mr. Sumeet Deshpande Email: birlasoft.buyback2022@linkintime.co.in

Website: www.linkintime.co.in; Sebi registration no.: INR000004058 Validity Period: Permanent 14.2 In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday

between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address. MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback: Kotak Mahindra Capital Company Limited

🔁 kotak°

Address: 27BKC, 1st Floor, Plot No. C-27, "G" Block, Bandra Kurla Complex, vestment Banking Bandra (East), Mumbai – 400051. Tel. no.: +91-22-4336-0128; Fax no.: +91-22-6713-2447

Email: birlasoft.buyback@kotak.com; Contact person: Mr. Ganesh Rane SEBI Registration: INM00008704; Validity Period: Permanent Registration 16 DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and confirms that this Public Announcement contains true factual and material information and does not contain any misleading information

For and on behalf of the Board of Directors of Birlasoft Limited Sd/-Sd/-

Dharmander Kapoor **CEO & Managing Director** DIN: 08443715

McNally Bharat Engineering Company Limite

https://www.mcnallybharat.com/investor/CIRP

through Virtual Data Room. The information car

Date: July 4, 2022

Ashok Kumar Barat Director DIN: 00492930 Date: July 4, 2022 Place: Helsinki, Finland

Sd/-Sneha Padve **Company Secretary** Membership No. A9678 Date: July 4, 2022 Place: Pune. India

CONCEP

Government of Kerala

Published Tenders from 27-06-2022 to 03-07-2022

Department of Agriculture Fender ID: 2022_AGRI_497629_1 * Deputy Director of Agriculture Cum Senior Chemist * Purchase of GLC with FID Detector * Closing Date: 22-Jul-2022 * PAC: Rs2300000

Directorate of Technical Education

Tender ID: 2022 DTE 497045 1 * PRINCIPAL * Purchase of VECTOR NETWORK ANALYZER * Closing Date: 13-Jul-2022 * PAC: Rs1003000

Visit https://etenders.kerala.gov.infor more details. Ro.No:27-03/Jun-Jul/2022/PRD/(N)9



GPT INFRAPROJECTS LIMITED

(CIN - E201/03WB1960PLC032872 Royal Office: GPT Centre, JC-25, Sector - II, Selt Lake, Koketta, 700106. Want Honoral Chemist: Sal 1 4 97:335 4050 2000; Fee: 1491-335 4050 2000 Visit us: www.gptinhs.in. Email: gil.toxxc@gptgroup.co.in

MOTICE OF 42° ANNUAL GENERAL MEETING AND E-VOTING INFORMATION Notice is hereby given that the 42°C Annual General Meeting (AGM) of Members of the Company will be held on Thursday, the 28th Day of July, 2022 at 03.00 PM, through Video Conferencing PVCh, to transact the business

as set forth in the Notice calling the AGM. The Notice of AGM and Annual Report for the financial year 2021-22 have been sent only in electronic mode on July, 02, 2022, so members whose e-mail ids are recistered with the Company or the Depository Participantist The Annual Report and Notice of AGM are available on the Company's website at www.gptinfra.in and on the website of the Stock Exchanges and on the website of PTA at https://instavore/instraine.co.in. The documents pertaining to the items of business to be bransacted in the AGM shall be available for

inspection electronically up to the date of AGM. Instructions for Remote e- voting and e - Voting during AGM

The Company is providing remote a-voting facility to all its Members to cast their votes on all resolutions set out in the Notice of the AGM. Additionally, the Company is providing the facility of voting through e-voting system during the AGM. Detailed procedure for remote e voting/e voting is provided in the Notice of the AGM as well as in the email sent to the Members The remote e-voting period will commence at 9.00 a.m on Monday, 25th July.

2022 and will end at 5,00 p.m. on Wednesday, 27th July, 2022. The remote e-voting module shall be disabled thereafter A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Thursday. 21° July, 2022 (out-off date) only shall be entitled to cast their vote through

remote e-voting at https://instavote.finkinsme.co.in or participation and voting at the AGM. All the members are hereby informed that the Ordinary and Special business as set out in Notice of 42nd AGM will be transacted through visting by electronic means only

Members, who have acquired shares of the company after dispatch of the

Notice and holding shares as of the out-off date, may obtain the login ID and

becaword in the manner provided in the Notice of AGM or by sending a equest at enotices@finicintime.co.in or git.cosec@gptgroup.co.in. Members carticipating the AGM who have not casted their vote by remote e-voting shall be eligible to cast their vote during the AGM. Members who have voted by remote a voting shall be sligible to participate the AGM but shall not be entitled to cost their vote again.

in case shareholders have any gueries regarding logini e-voting, they may send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000. Afternatively, members may also write to the Company Secretary at the email ID, git.cosec@gptgroup.co.in or Tel. 000 4050 7000.

For GPT Introprojects Limited



CIN : L10101WB1974PLC094602 Read, Office: 31, Chowinghee Road, Kakata 700016 Phone No.: 91334002 9600, Fax No.: 9133 2249 6420 Email: corp_secy@graphiteindia.com Websiter www.graphiteindia.com

NOTICE TO SHAREHOLDERS

Sub: Transfer of Equity Shares of the Company in respect of which dividend has not been olsimed for seven consecutive years to investor Education and Protection Fund (IEPF) Authority

Shareholders are hereby informed that pursuant to the provisions of Investo Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") the dividend declared at the 40th Annual General Meeting of the Company held on August 11, 2015, for the financial year 2014-15, which remains unclaimed for a period of seven years will be predited to the IEPF on or after September 14, 2022. Further, the orresponding shares on which dividend was unclaimed for sever consecutive years will also be transferred as per the procedure set out it

In compliance to the Rules, the Company has communicated ndividually to the concerned shareholders and the detail of such shares liable to be transferred to IEPF are also made available on our website. Shareholders concerned may refer to the web-link http://www.graphiteindia.com/View/investor_relation.aspx.to verify the detail of their unclaimed dividend and the shares liable to be transferred. Concerned shareholder holding shares in obvidal from and whose share are liable to be transferred to IEPF, may note that the Company would be issuing duplicate share certificate(s) in feu of original held by them for the purpose of transfer of shares to IEPF and upon such issue, the Company shall inform the depository by way of cooporate action to convert the duplicate share perificate into DEMAT form and transfer in tevour of IEPF The original share certificate (s) which are registered in the name of original shareholder will stand automatically cancelled and be deemed non regotiable. Concerned ahareholders holding shares in dematerialised form may note that the Company shall inform the depository by way of corporate action for transfer of shares in favour of the DEMAT account of the IEPF. In case the Company does not receive any communication from the concerned shareholders on or before August 31, 2022, the Company with a view to achering with the requirements of the Rules, will transfer the dividend to the IEPF after due date i.e. September 14, 2022. The corresponding shares on which dividend is unclaimed for seven consecutive years shall also be transferred without any further notice. Please note that no claim shall lie against the Company in respect of

inclaimed dividend amount and shares transferred to IEPF. Shareholders may claim the dividend and corresponding shares transferred to EFF inducting all benefits account on such shares, if any from the IEFF authorities after following the procedure prescribed in the Rules.

For any queries on the above matter, Shareholders are requested to contact the Company's Registrar and Share Transfer Agents, M/s Link Intime India Private Limited, C101, 247 Park, LBS Marg, Vishrol West, Mumbai 400 083. Contact No. 622-4918 6000, email : mti@linkintime.co.in.

For Graphite India Limite Place : Kolkata: B Shiw Date: : 04/07/2022 Company Secretary

FORM G INVITATION FOR EXPRESSION OF INTEREST

(Under Regulation 36A (1) of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016) RELEVANT PARTICULARS

		Date of incorporation of corporate debtor	10th July 1961
ı	3.	Authority under which corporate debtor is	Registrar of Companies, Kolkata
ı		incorporated / registered	
I	4.	Corporate identity number (CIN)/limited liability	L45202WB1961PLC025181
ı		identification number of corporate debtor	
I	5.	Address of the registered office and	Registered Office: 4 Mangoe Lane, Kolkata-
ı		principal office (if any) of corporate debtor	700001
ı			Corporate Office: Ecospace Business Park,
ı			Campus 2B, 11F/12, Rajarhat, New Town, North
ı			24 Parganas, Kolkata-700156
ı	6.	Insolvency commencement date of the	29th April 2022 (order received/uploaded on 4th
ı		corporate debtor	May 2022)
		Date of invitation of expression of interest	5th July 2022
I	8.		Eligibility criteria for the prospective Resolution
ı		section 25(2)(h) of the Code is available at	Applicants under section 25(2)(h) of the Code is set
ı			out in the detailed expression of interest uploaded at:

section 29A are available at: https://ibbi.gov.in/webfront/legalframework.php The details can also be sought by mailing a cirpmcnally@bsraffiliates.com 10 Last date for receipt of expression of interest 31st July 20 Date of issue of provisional list of 10th August 2022 ective resolution applicants 12. Last date for submission of objections to 15th August 2022 provisional list 13. Date of issue of final list of prospective 25th August 2022 resolution applicants 14. Date of issue of information memorandum evaluation matrix and request for resolution plans to prospective resolution applicants 5. Manner of obtaining request for resolution Evaluation matrix, Information Memorandum blan, evaluation matrix, information RFRP shall be shared through electronic mail

Norms of ineligibility applicable under Available at IBBI website

be sought from the Interim Resolution Profession through email at: cirpmcnally@bsraffiliates.co Last date for submission of resolution plans 30th September 2022 Manner of submitting resolution plans to The manner for submission of resolution plan resolution professional will be detailed in the request for resolution plan Estimated date for submission of resolution 16th October 2022

orandum and further information

plan to the Adjudicating Authority for approval

Name and registration number of the Anuj Jain (Interim Resolution Professional) resolution professional IBBI/IPA-001/IP-P00142/2017-2018/10306 Name. Address and e-email of the resolution Anuj Jain ofessional, as registered with the Board Interim Resolution professional of McNall Bharat Engineering Company Limited BSRR & Co, 8th Floor, Building No. 10C, DL Cyber City, Phase II, Gurgaon-122002

21. Address and email to be used for BSRR & Co, Building No 10, 8th Floor, Tower Co

correspondence with the resolution DLF Cyber City, Phase II, Gurgaon, Haryana

Email: anujvjain@kpmg.com

122002, Email: cirpmcnally@bsraffiliates.com

Further Details are available at or with Details can be sought by emailing a cirpmcnally@bsraffiliates.com 23. Date of publication of Form G 5th July, 2022 NOTE: The committee of creditors of McNally Bharat Engineering Company Limited have approved the appointment of Mr. Ravi Sethia (IBBI/IPA-001/IP-P01305/2018-2019/12052) as th Resolution Professional. However, till the date of publication of this Form G, the appointment of he Resolution Professional has not been approved by NCLT. Therefore, in accordance with

IBBI/IPA-001/IP-P00142/2017-2018/10306 Interim Resolution Profession Date: 5th July, 2022 In the matter of McNally Bharat Engineering Company Limite

or Corporate Persons) Regulations, 2016, the Form G is being issued by the IRP

Regulation 17(3) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Proces



CIN: L29130TZ1972PLC000649 Read, Office: 304-A, Trichy Road, Singanallur, Coimbatore-641 005, Tamil Nadu Tel: +91-422-4545745 Fax: +91-422-4545700 Email: cs@shanthigears.murugappa.com Website: www.shanthigears.com

NOTICE

NOTICE is hereby given that pursuant to the Ministry of Corporate Affairs' General Circular No. 20/2020 dated 5th May 2020 and 02/2022 dated 05th May 2022 and various circulars issued, for the 49th Annual General Meeting (AGM) of the Members of Shanthi Gears Limited convened to be held on Monday, the 25th July 2022 at 4.00 P.M. IST as an electronic AGM (e-AGM) through Video Conferencing (VC) to transact the business as set forth in the Notice dated 07th May 2022 (AGM Notice), the electronic (soft) copy of the AGM Notice setting out the businesses to be transacted thereat together with the Audited Financial Statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors and Auditors has been sent electronically on 02nd July 2022 to the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes including those Members who have requested for physical copies. No physical copies of the above has

Soft copies of the AGM Notice and the Annual Report are made available on the website of the Company, www.shanthigears.com, and the website of the Stock Exchanges viz., BSE Ltd: www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com.

Notice is also hereby given pursuant to the provisions of Section 91 of the Companies Act 2013 (Act) and the applicable Rules thereunder and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Regulations) that the Register of Members and Share Transfe Books of the Company will remain closed from Saturday, 16th July 2022 to Monday 25th July 2022 (both days inclusive), for the purpose of the AGM.

As stated in the AGM Notice, in compliance with the provisions of Section 108 of the Act Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and Regulation 44 of SEBI Regulations, the business before the AGM may be transacted through voting by electronic means and accordingly, the Company is providing the Members the facility to exercise their right to vote on all the resolutions proposed for consideration at the AGM electronically through the e-voting services of National Securities Depository Limited (NSDL).

The remote e-voting shall commence on Friday, 22nd July 2022 (09:00 a.m. IST) and ends on Sunday, 24th July 2022 (5:00 p.m. IST). after which date and time, NSDL shall disable the remote e-voting and no further remote e-voting shall be allowed. During the said period, Members of the Company, holding shares either in physical form of dematerialized form, as on the cut-off date of 18th July 2022, may cast their vote by remote e-voting.

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 e-voting facility as well as voting at the AGM. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the AGM Notice and holding shares as of the cut-off date of 18th July 2022, may obtain the log in ID and password by sending a request at evoting@nsdl.co.in. Persons already registered with NSDL for remote e-voting can use their existing user ID and password for casting their votes.

A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the AGM. Members who have not cast their votes through remote e-voting will be facilitated to vote at the AGM.

Members may refer to the AGM Notice for detailed instructions on remote e-voting participation in the AGM through VC, voting at the AGM and the Frequently Asked Questions/e-voting user manual available at the Downloads section of www.evoting.nsdl.com. In case of any queries or grievances relating to e-voting procedure, Members may contact Ms. Pallavi Mhatre, Manager, NSDL, 4* Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Pare Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in Tel: 91 22 2499 4545 1800-222-9904

Place : Coimbatore

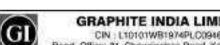
Date : 02nd July, 2022

By Order of the Board For Shanthi Gears Limited C Subramaniam **Company Secretary**

Place: Kolketa

Date : 04.07.3022

A.B. Chakrabartty (Company Secretary) Membership No. F-7184



Birlasoft Limited

(CK BIRLA GROUP

birlasoft

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS) BENEFICIAL OWNERS OF EQUITY SHARES OF SHARES STROUGH FOR THE MARKES HERD FOR THE MARKES THROUGH FOR THROUGH FOR

THIS OWN STANDARD OF THE BUDGEST REQUISITIONS.

OFFER TO BUTGEST UP TO 7,800,000 SEVEN MILLION EIGHT HUNDRED THOUSAND ONLY FULLY PAID-UP EQUITY SHARES OF FACE YALUE OF INS 24 (MODAN RUPEES TWO ONLY) FACH OF THE COMPANY ("FEUTITY SHARES") AT A FROCE OF HIS 5004 (MODAN RUPEES TWO HUNDRED ONLY) PER GOUTTY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

- SHARES / AT A PRICE OF INR 500-(INDIAN RUPEES INVE HUNRED ONLY) PERE COURT SHARE, PAYABLE IN A CASH, ON A PROPORTIONIATE ASIS THROUGH THE TENDER OF PERE ROUT E USING THE STOCK EXCHANGE INC. A CASH, ON A PROPORTIONIATE ASIS THROUGH THE TENDER OF PERE ROUT E USING THE STOCK EXCHANGE INC. A CASH AND A CASH AND

- or offer a submitted, instanction of tooles, as may be neckeday of all subject its sour condons an affordation in single personal promoted white granting such approach, permissions, sundinose and elemptotics, within many lay be personal provision of the Company who flowed that the understance on a proportionate basis from all the equity shares set to BES and NSE. The Bytysics shall be understance on a proportionate basis from all the equity shares set to Be Bytysics. When the Company who following the Bytysics was set to Best and NSE. The Bytysics shall be understance on a proportionate basis from all the equity shares set to Be Bytysics. When the Bytysics was set to Best and NSE in the Company who following the European of Coeff process prescribed under Regulation (4)(v) all of the Bytysics and set to Best set

- to particular in the Subpaids. In this regard, the Promoter and Promover roung was are to the contribution not by activities in the Subpaids with the West when the sites and self way 92, AZD 22 and May 92, 5202 and shall not bender any Equity Shares in the Bulgack. In the Bulgack will residue in any Equity Shares in the Bulgack will residue in the Subpaids will residue in the Subpaids will residue in the Every Shares which the Company processor of the Company processor in the request perspection of the subpaids will residue to the request as explain the Company participation. All you like Bulgack will be subpaid to the capacity as explain of the Company post Bulgack. Pressure the Company of the Company post Bulgack. Pressure the Company of the Company post Bulgack Pressure will not be required as per Regulation 38 of the Listing Regulations. Any change in vistra grides of the Promoter Sprace of the Company post Bulgack will not result in any change in control over the Company and the Sprace of the Company post Bulgack will not result in any change in control over the Company and State will be supposed to the exhaltence of the Company post Bulgack and on the velocities of the Company post Bulgack and on the velocities of the Company post Bulgack and on the velocities of the Company post Bulgack and on the Velocities of the Company post Bulgack and the Velocities of the Ve

- offer, which all contain a more detailed note on traination. However, in view of trap particularates review or unconsequences, shareholds are advanced to consult there win elegis intendia and to achieve port to participating in the displace.

 The place of the proposed property of the property of the property of the place of the property of the place of the property of the place o

- willout additional investment.

 MANUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED
- PAIL-UP CAN TAIL AND PREC RESERVES AND SYNCHES OF PURILS PER 1980.

 FINANCE:

 AND THE TRANSPORT OF THE TRANS

- PRICE
 The Equity Shares are proposed to be bought back at a price of INR 500/- (Indian Rupees five hundred only) per
- 4.2
- The Edulary Shares are proposed to be cought cack at a price of inversion-invalent quality and investigation of the Edulary Shares.
 The Bugshaft caches has been rained attacked condiscing various facility and invalidation during the control of the proposal of the Edulary Shares on SEA. ANSE where the Equity Shares on the Company are listed, price earnings ratio, impact on other financial parameters and possible impact of Buyback on the commispage persister.

 14.3.1 premium of 15.43% and 14.44% to the volume weighted average market price of the Equity Shares on SEE and NSE_respectively, during the 36 if freely incredible persistent of the Equity Shares on SEE and NSE_respectively, during the 36 if freely incredible persistent of the Equity Shares on SEE and NSE_respectively, during the 36 if freely incredible persistent or the stock exchanges regarding the proposal of Buyback being considered at Board Meeting (Institutation Data').
- 4.3.2 premium of 28.44% and 28.42% over the closing price of the Equity Shares on the BSE and the NSE
- 4.3.2 primitim of 28.44% and 28.4% over the other prices grace to use cause you have some as one an arrangement, and an element of 21.4% and 12.24% over the dolong price of the Equity Shares on B8E and NSE, as on May 23, 2012, being the Beard Meeting Date.

 The closing market price of the Equity Shares as on the Infilmation Date was INR 388.90% and NR 389.35% and as on the Board Meeting Date.

 The Company confirms that as required under Section 68(2)(d) of the Companies Att. the ratio of the aggregate of secured and unserved debts owed by the Company will be not more than takes the pack pack pairs capsing and the reserved both on the basis of audited standardone and audited consolidated financial statements as on March 31, 1772-1844 than (America).
- ZUZZ arise rine outgrack.

 MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

 The Company proposes to buyback a maximum of 7,800,000 (seven million eight hundred thousand only) Equity

- Shares, representing 2.79% of the total number of equity shares in the paid-up share capital of the Company.

 DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO

 PRATICIPATE IN THE BUYBAGE.
- ARTICIPATE IN THE BUT BACK he aggregate shareholding of the Promoters and Promoter Group, Directors of the Company's promoters an errors who are in control as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e. lay 27, 2023 and the date of the Back is, but 40, 2023, one of bellewing.

r. o.		and Postal Ballot Notice			Announcement
			Shareholding Percentage (%)		Shareholding Percentage (%)
П	National Engineering Industries Limited	10,77,36,274	38.52	10,77,36,274	38.48
2	Central India Industries Limited	51,69,511	1.85	51,69,511	1.85
	Total	11,29,05,785	40.36	11,29,05,785	40.32

Note: As on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e., May 27, 202, date of this PA i.e. July 4, 2022, none of the Directors of the Company's promoters hold any equity shar Company.

company.

The aggregate holding of Equity Shares, Employee Stock Options ("ESOPs") and Restricted Stock Units ("RSUs") in the Company of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e., May 27, 2022 and the date of this PAi.e. July 4, 2022, are as Equity Share

No	Name	Designation	and Postal	Ballot Notice	Annou	incement
			No. of Equity Shares held	Shareholding Percentage (%)	No. of Equity Shares held	Shareholding Percentage (%)
1	Dharmander	CEO &	7,56,245	0.27	7,56,245	0.27
	Kapoor	Managing Director				
2	Nandita Gurjar	Independent Director	138	0.00	138	0.00
3	Sneha Padve	Company Secretary	17,560	0.01	22,560	0.01
ESO	Ps/RSUs granted	but not exercised				
Sr.	Name	Designation		oard Meeting	Date	of Public
No			and Postal	Ballot Notice	Annou	uncement

Sr. No	Name	Designation Dates of Board Meeting Date of F and Postal Ballot Notice Announce		and Postal Ballot Notice Annou		
			No. of ESOPs held	No. of RSUs held	No. of ESOPs held	No. of RSUs held
1	Dharmander Kapoor	CEO & Managing Director	274,143	411,215	274,143	411,215
2	Chandrasekar Thyagarajan	Chief Financial Officer	137,072	205,608	137,072	205,608
3	Sneha Padve	Company Secretary	22,500		22,500	-

- Note: Except for above, once of the other Directors and fire Managerial Pleasoned of the Company hold any Equity Shares or ESDIP R PLIST as an the date of the Board Meeting 16, Mey 22, 2022, the date of Postal Balaist Notice 1e, Mey 27, 2022 and the date of this 5PA is A. July 2, 2022.

 Mey 27, 2022 and the date of this 5PA is A. July 2, 2022.

 Directors of the Company's promotions, Directors and Keyl Stade by any of the Pomotees and Pomoties Court Company States of the Company's promotions, Directors and Keyl Meetingself Pleasoned of the Company you from the Company States of the Com

No. of Shares Allotted /Transferred	Date of Allotment/ Transfer	Nature of Transaction	Maximum Price (INR)	Minimum Price (INR)	Average Price (INR)
150,000	February 25, 2022	Allotment of Equity Shares pursuant to ESOPs	3.10	3.10	3.10
328,200	Not allotted yet*	Exercise of ESOPs	61.95	3.10	52.26
411,216	Not allotted yet*	Exercise of RSUs	2.00	2.00	2.00

November 24, 2021 Date of Allotment/ Transfer	Purchase Nature of	498.87 Maximum	498.87 Minimum	498.87 Average
			Minimum	Average
			Minimum	Average
Transfer	Transaction	Price (INR)	Price (INR)	Price (INR)
December 7, 2021	Allotment of Equity	61.95	61.95	61.95
May 23, 2022	Shares pursuant	61.95	61.95	61.95
June 17, 2022	to ESOPs	61.95	61.95	61.95
	May 23, 2022 June 17, 2022	May 23, 2022 Shares pursuant June 17, 2022 to ESOPs	May 23, 2022 Shares pursuant 61.95 June 17, 2022 to ESOPs 61.95	May 23, 2022 Shares pursuant 61.95 61.95

In Items of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group entities have expressed their intention not to participate in the Buyback vide their telters dated May 24, 2022 and May 25, 2022 and shall not

Internation to up perspace in the Displack. Your pain tenses seaton may 2-7, 2022 and way 2-5, 2022 and seal not be displack. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT: All the Equity Shares of the Company are fully paid-up;

- All the Equity States of the Company are fully paid-up:
 The Company shall gay the consideration only they say of cash;
 The Company shall gay the consideration only they say of cash;
 The Company shall not state and still any Equity States or other specified securities (including by yavy of borrus) or
 convent say outdateding entropies es took options' outdatedings; instruments into Equity States, from the
 Shareholders Resolution Date, i.e. June 30, 2022. If the equity of the Shyacko period, i.e., the date on which the
 symmetral consideration made to the shareholders who have accepted the Shyacko.
 The Company, as port the provisions of Section 58(8) of the Companies Act, with ormake a letther issue of the same
 short of distance or other securities including allottened of new states under Section GCI(9) of or other specified
 securities within a period of six months encept by way of a bonus issue or in the discharge of subsisting polipations
 such as conversion of warrants, stock option schemes, sweet equity or conversion of preference shares or
 debortures into equity shares.
- obsentures into equity shorters, these otherwise specifiers, these otherwise specifiers, the company shall not raise further capital for a period of one year as prescribed under the provisions of Regulation (24)(f) of the Bubback Regulations, from the exprity of the Bubback period, i.e., the date on which the parties consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting
- congainus. The Company shall not withdraw the Buyback after the draft letter of offer is flied with SEBI or public announceme of the offer DBuyback is made;

 The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency the lock-in or fill the Equity Shares become transferable;
- The Company shall transfer from its free reserves or securities premium account and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemptor reserve account and the details of such transfer shall be desclosed in its subsequent audited
- Splits resistance new control of the case of case of the case of case of the case of the case of the case of the case of case of the case
- company, as the case may be; The Company shall not bytack its Equity Shares or other specified securities from any person through negotiate deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of Buytack; The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- The company issue earling has the wild seek is up to INR 3,90 million (finding hugues three thousand and nine hundre million only) does not exceed 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as a March 31, 2022;
- March 31, 2022;
 The maximum number of Equity Shares proposed to be purchased under the Buyback (up to 2.79%, Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as path that least studied standards are accordated form and statements of the Company as father 51, 2022;
 The Company shall not make any offset of buyback within a period of one year restorated from the date of equity of the Buyback period is, a feed to which the payment of consideration is make the sharedness who have accepted.
- the Buyback.

 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

 The Companies Act are the Act of the

- The Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks an financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Share-

- In the Buyback.

 To The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the board meeting approving the Buyback.

 To The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be entirely and in physically destroyed in the namer prescribed under the Buyback.

 The tall of the aggregated descured and unscurred debets owed by the Company shall not be more than twice its policy capital and fee reserves after the Buyback, based on standards and consolidated fraintial statements of the Company are perceibed under the Companies Act and the sandard terms are considered fraintial statements of the Company are perceibed under the Companies Act and the sandard terms determined and byte-alta Regulations, and 72. The Company is not buying back its Equity Shares so as to detail its shares or other specified securities from the Stock Exchanges.
- CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY
- As required by Classe (q) of Schedule lof the Buyback Regulations, the Bount heathy confirms that this medical occupied must be compared to the Buyback Regulations, the Bount heathy confirms that this medical could be confirmed to the Buyback Regulation of 1.1 Immoditately belowing the date of the Bound Needing, in. May 23, 2022, and the Shareholders' Resolution Date, in. June 30, 2022, there will be no grounds on which the Company could be found unable to pay debts:
- 8.1.2 That as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the Chateriolders Resolution Date, and having regards to the Board's intention with respect to the meangement of the Company's business during that year and to be anount and character of the financial resolutes, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet fissibilities as and within they fall due and with too the redested insolite.
- year, the Company will be able to meet this liabilities as and when they fall due and will not be readered insevent within a period of one year from the date of the better Meeting approving the Brupace, within a period of the extra from the Strateholder's Resolution Late, as the case may be. 1.3.1 a forming is optional advesal, the Bilder's has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being yound up under the provisions of the Companies Act, or the Insolvency and Enthrophysic Code, 2016, a septicibate.

REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

Enterprise to the Power of Digital™

- Pune-11057
 Dear Six.
 Statutory Auditor's Report in respect of proposed buyback of equity shares by Birlasoft Limited (the Company') in terms of Clause (xi) of Schodule I of the Securities and Exchange Board of India (Buy-Rev of Securities) Regulations, 2013, as amended ("Buyback Regulations")

 1. This Reports is section in accordance with the times of our resignation teller dated 20 May 2022.

 2. The Board O'Directors of Birlasoft. I minds have approved a proposed buy-back of equity shares by the Company at 8 meeting field on 20 May 2022 (and to 1 May 2022).

 3. Section (5.0 dars of 10 of 20.0 May 2022) (and the section of 10 of
- purposes only, anagement's Responsibility

 The preparation of the Statement in accordance with the provisions of the Act and the compliance with the purpose Respulsions, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying on appropriate basis of preparation, and imaking estimates that are reasonable in the circumstances.

 Pursuant to the requirements of clause (iv) of Schedule I of the Buyteck Regulations, it is our responsibility to provide a reasonable assurance:

- Financial Statements and audied Consolidated Financial Statements are all and for the year ended 31 March 2022;
 (ii) if the amount of the permissible capital payment as stated in Annexure An or the proposed buyback of equily starce, has been properly determined considering the audied Standalions Financial Statements and Statements and

- Note). The Guidance Note requires that we comply with the thical requirements of the Code of Ethics issued by the institute of Christered Accountation Sin retirements of the Standard on Quality Control (SQC) 1, Quality Co

into sport, as deem solven and an elegated and excepting solven you do do not set company (y) in consistant may her proposed by plack of equally shares of the Company in pursuance of the provision of Sections Si and reflect applicable provisions of the Act and the Buylosch Regulations, (ii) is easiled the Board of Precions of the Company to include in the public amounterment, explanatory statement to the shareholders of the Company of dark feetant of offer and electron of the pertaining to buylosch to be sent to the shareholders of the Company or filed with the (ii) Register of Companies, Securities and Exchange Board of India, stock exchanges, public with the (ii) Register of Companies, Securities and Exchange Board of India, stock exchanges, public with the (ii) Register of Companies, Securities and Exchange Board of India, stock exchanges, public to the Companies of t noders and any other regulatory authority as per applicable law and (b) the Central Depository Serv. J Limited, National Securities Depository Limited and (iii) for providing to the Manager to the proper key offer, each for the outrose of eathquistiment of equity shares and may not be suitable for any control.

Place: Pune Date: 23 May 2022 Birlasoft Limited 35 & 36, Rajiv Gandhi Infotech Park, Phase I, MIDC, Hinjewadi, Pune-411057

Particulars as on 31 March 2022	Standalone Amount (INR)	Consolidate Amount (IN
Paid up Equity share capital (A)	558.992,164	558,992,1
(equity shares of face value of INR 2 each)		
Free Reserves (B = C+D+E below)	15,058,699,656	23,342,855,4
General reserve (C)	+	179,769,3
Retained earnings (D)	10,599,692,719	18,704,079,1
Securities premium (E)	4,459,006,937	4,459,006,9
Total Paid up capital and free reserves (F = A+B above)	15,617,691,820	23,901,847,5
Maximum amount permissible for buyback under Section 68 of the and Regulation 4 of the Buyback Regulations (i.e. upto 25% of the and free reserves, lower of standalone and consolidated financia	ne total paid up capital il statements)	3,904,422,9
Amount proposed by Board Resolution dated 23 May 2022 appro- subject to shareholders approval by special resolution, based on Financial Statements as at and for the year ended 31 March 202	the Audited Standalone	3,900,000,0

- Notes:
 A) The alforesaid balances have been extracted accurately from the audited Standatione Financial Statements as all and for the year ended 3 tst March 2022 and secretarial record of the Company.

 B) Fine reserves considered above, are in accordance with section (2,43) of the Act and Explanation II to Section 6 of the Act and Explanation II to Section 6 of the Act.

 C) The alforesaid Statement has been prepared in connection with the proposed buy-back of upto 7,800,000 equil
- of fle Act. The addressid Statement has been prepared in connection with the proposed buy-back of upto 7,800,000 equity shares at a prote of INR 5001-per share aggregating upto INR 3,900,000,000. The shares proposed for buy-back have been determined in accordance with the provisions of the Companies Act, 2013 including Section 68 and Regulation 4 to the Buyback Regulations.

regulation to the totypack Regulations.

Ji The Board of Direction have in their meeting dated 23 May 2022, formed opinion that the Company, having maps to its state of affairs, will not be recident disclosed within a period of one year from the aforesaid date and from the date on which the results of the shareholders' esolution with regard to the opposed by object are declared.

For and on behalf of Birlasoft Limited

Signed for identification CEO & Managing Director Date: May 23, 2022 Place: New Jersey For B S R & Co. LLP

- usede

 RECORD DATE AND SHAREHOLDER ENTITLEMENT

 As required under the Buyback Regulations, the Company has fixed July 15, 2022, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.

- in the Buydack.
 In the document, Dispible Shareholders will receive a letter of offer in relation to the Buydack (*Letter of Offer) along with a tender offer form indicating the entitlement of the Elipible Shareholder for participating in the Buydack. Even it the Elipible Shareholder in Service of the Elipible Shareholder of the Service of the Elipible Shareholder in Service of the Elipible Shareholder of the Service of the Elipible Shareholder of the Service of t
- Insurue.combiasand.only).
 in accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which it
 Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Sm
 Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part
 this Buyback.
- Company proposes to by total, of the furnier or cupully chaines ensues as year to a work-over the Shareholders as in Record Date, wherever is higher, shall be served for the Shareholders as this Boyack. Beset on the shareholders are this Boyack. Steed of the shareholders are the special properties of the Shareholders, bruicing small absentances, as bender their Equity Shares in the Shydock. This entillinement of each steed of the Equity Shares in the Shydock. This entillinement is shareholders, but the shareholders are the Shareholders are the Record Boyack and propriets the shareholders are the Record Boyack and provides the free deeply is which such Shareholders are the Record Boyack and graduate the record support to which such Shareholders are the Record Boyack and graduate the record support to which such Shareholders belongs to. The final number of Equity Shares that the Company shall purchase from each

- Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder Accordingly, the Company may not purchase and of the Equity Shares tendered by se Eligible Shareholder in the Bulyack. The Accordance of the Equity Shares tendered by se Eligible Shareholder in the Bulyack. Shareholder with multiple devent accounts foliacy do not receive a higher entitlement under the same Eligible Shareholder with multiple devent accounts foliacy do not receive a higher entitlement under the same shareholder coacepy. The Company processe is do the Uppetent the Equity Shareholder with a common permanent account number (PANT) for determining the category care shareholder or general and entitiement under bulyack in case of pint denerholders is denoted by such Equity Shareholders shareholders holding Equity Shareholders shareholders holding Equity Shareholders shareholders holding Equity Shareholders and pint shareholders to describe the support of PANS and the names of pint shareholders between the sequence of PANS and the names of pint shareholders are detected. The shareholder general shareholders are detected and shareholders are detected and shareholders are detected. The shareholder of institutional school school shareholders are detected and school connectable to be adverted to the propositions.
- oppositions.
 After excepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- have bendered over and above their or efficience in the other category.

 The porticipation of Egiplis Sharderfolders in the Spheds is voluntary. Egiplis Sharderfolders holding Equity Shares of the Company can choose to participate and egip cach in least of shares to be accepted under the Sulpskeds or they may choose not be participated and egip a resultant chrosses in their poerancings sharderfolders in the Company, after conscipted on of the Buydesk or they may choose not be participated and egip a resultant chrosses in their poerancings sharderfolders from Egipt States of the complete of the Buydesk, without any additional investment. Egiptic States folders for Egipt States of the companies of the Buydesk or the States of the States
- considered separately, where here Equily Shares are assumed to be held on behalf of be
- 10.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevan timetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s).
- temetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s).

 PROCESS AND METHODOLOGY FOR BUYBACK

 The Wiyback is open to all Eligible Shareholders holding Equity Shares either in physical and/or if from as on Record Date.
- some accumination in recommendation. The Bryghads shall be implemented using the "Mechanism for acquisition of shares through Stock Exchanges as specified by the SEBI Circulairs ("Stock Exchanges Mechanism") and following the procedure prescribed in the Companise Act and the Bulghads Regulations and as may be determined by the Bases (including Committee authorized to complete the formalities of the Bulghads) on such terms and conditions as may be permitted by law from time to time.
- amortises to complete the romanies or the surjection of such either and continuous as may be perimeted by two forms of the company. The company is assported for sich Securities limited is the registerior back for the Company. The Company is assported for the company (Company is Securities Company) assported for Securities and sections in the Study Securities of the Securities and sections for the Subjuction of the Study Securities and sections for the Subjuction of the Study Securities Secu

- Exchange). Indecesses of the Acquisition Window will be specified by the Stock Exchanges from fine to fine. During the tendering period, the cort of resilign the Equity Startes will be placed in the Acquisition Window by Eligible Shareholders Brough their respective stock trokar(s) [Seller Member(s)] during mornal trading house the secondary market. The Seller Member can enter cortex for Equity Startes their in demetalization form an physical form. In the tendering process, the Company's Broker may also process the orders received from the Elighibs Shareholders.
- physical Brum. In the tendering process, the Company's Broken may also process the orders received from the Eligible Shareholders.

 In the event the Sellent Membership of any Eligible Shareholder is not registered with the Slock Exchange sat a rainting member that obtained the filling the Shareholder can approach any registered sock broken and can variety and the sellent selle

- period.

 Enther, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court for transfer rise and/or site in respect of which is otherwise under dispute or where loss of share centificates has been notified to the Company and the uplicate share centifies have not been issued either due to such request tening under processes per the provisions of law or otherwise.

 The procedure to be for uplicated the centified in bridging Equity Shares in demandralized form:
- O Procedure to be followed by Elipides Shareholders hadding Equity Shurres in demanderalized form:

 11.01 Elipide Shareholders who desire to benefit her Equity Shares held by them indentisalized form under
 the Bulyacak would have to do so through their respective Salet Member by indicating to the concerned.

 Salet Member the details of Equity Shares they intend to denire under the Elipides Shareholders with

 11.10.2 The Salet Membersky would be required to piace an order bid on behalf of the Elipide Shareholders who
 what to tender Equity Shares in the Mupridux using the Acquisition Window of the Stock Exchanges For
 Intend Edular, Elipide Shareholders and indicate the Company of the Stock Exchanges and Indian

 1. Charing Concornations?

- 11.10.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges or the Clearing
- the Bulyakok will be provided in a separate croular to be issued by the Stock Exchanges or the Cleaning Corporations.

 The ien shall be marked by the Stefe Member in the dennat account of the Eligible Shareholder for the startes terrident in tender offer. Details of shares marked as lenin in the dennat account of the Eligible Shareholder shall be provided by the dispositivities to Clearing Corporations. In case, the Shareholders account in the will not be opposity and coating member to goal on Clearing Corporation Account is the contract account in the will not be opposity and coating member to goal on the Clearing Corporation Account is he shareholders as count in present to present the start offers of the Corporation account at large dispository. Source deposition you also present the shareholders as counties (i.e., transfers form fee balance to blocked balance) and smell off message to barged depository for contracting creation of the noticelist of shares blocked in the shareholders demand account shall be provided by the target depository to the Clearing Corporations.
- 11.10.5 For cashodian participant orders for demat Equity Shares, early pay in its mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the desire of trading house on the last day of the endering peof. Theretain, all unconfirmed offices shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revise the custodian confirmation and the revise of order shall be served to the custodian approximation.

- The production of the producti
- saving account attached with the DP account active and updated to receive credit remittance due to account active and updated to receive credit remittance due to account active and updated to the control of the place of shares by the Company.

 11.11 In account active and the place of the control of the place of the control of the cont
- members of the Company. It is eligible Shareholders would be required to submit a self-attested copy of activess proof consisting of any one of the following documents: value disorder card, voil enriching control and observable of the company o

- completed well in time so that they can participate in the Signach before the Canada of the European Canada of the

- Upon finalization of the basis of acceptance as per the Buyback Regulations: 12.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - market.

 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Duyback to the Clearing Corporations' bank accounts as per the prescribed schedule. For Equity Company and the Supplied Company of the Company

- Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by Ribbank, due to any reason, then such funds will be transferred to the control to the Shareholders. The Shareholders is the Shareholders in the Shareholders account for the shareholders account for the respective Beight Shareholders. The Shareholders accounts for the shareholders account for the shareholders account for the shareholders accounts for the shareholders account for the shareholders. On the shareholders account for the shareholders. On the shareholders account for the shareholders account for the shareholders. On the shareholders account for the shareholders account for the shar
- Corporations by the Longrany or registers of the supplace. The needed of the same, Learning Corporations will cannot the excessor unaccepted biotected shares in the derival account of the saminotion. On common and the control of the succepted of the processor of the succepted of the processor of the common and the commo

The Company has designated the following as the Compliance Officer for the Bulyaack: Name: Sorbel Pack Per Designation: Company Secretary Designation: Company Secretary Company: Brissott Limited Address: 53.6.30, Raily Garothi Infotech Park, Phase - I, MIDC, Hrijawadi, Pune – 411057 Tell no. = 14-12 de 260000, Fear No. -147-20-48025001; Emails seorelars digitarisoth com-in case of any chaffications or to address investor gine-stace, the shareholders may contact the Compliance Officer in case of any chaffications or to address investor gine-stace, the shareholders may contact the Compliance Officer to come Medical per Polis petition of 1000 and 1000 per shareholders give accept poule includings, at the above

INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK

In Year Own Asserting Cuter I ware with read in Serving Ten and Serving Cuter I was a provinced the following as the following state that Egyptatr to be Egyptatr.

LINK In 11 Med Address: C. 101, 1st Flora; AF Park, L. B. Sking, Vakhroli West, Juhmbai – 100083, Mahamathri, Inclia Tel. no. 1-91 22 4916 6200 Fax no. 1-91-22 4916 6305 Contact persons: Mr Sumset Destinantification from the Serving Ser

14.2 In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address. MANAGER TO THE BUYBACK The Company has appointed the

Dharmander Kapoor CEO & Managing Director DIN: 08443715 Date: July 4, 2022

Sd/-Ashok Kumar Barat Director DIN: 00492930 Date: July 4, 2022

Sneha Padve Company Secretary Membership No. A9678 Date: July 4, 2022

टाइमेक्स ग्रुप इंडिया लिमिटेड

् (सीआइंप्स- 1.3330IDL1988PLC033434) पंजीकृत कार्यालयः ई-10, निचला भृतल, लाजपत नगर-III, नई दिल्ली - 110024 : 011-41021297, वेबसाइट : www.timexindia.com, ई-मेल : investor.relations@timex.com

असा कर दिखा गढ़ है। विक्रित निर्देश 2012 22 तथा एजेंद्रा को सुरक्त कम्मी की वेपसाहर https://www.dimexisdia.com/up-content/uploads/2022/6/Timex-Annual-Report 1022/a/f, जीरवर्स निर्मिटेड को वेपसाहर अर्थात www.bosindia.com तथा तथा है एनएसहैएल की वेपसाहर अर्थात www.coxing.nadl.com पर में उनस्क 2)। कमनी अधिनाम, 2013 के प्रात्मिक प्रधानती के जाया ति तथा, तैया विकास की दर्शनीय मामकी के उत्पादन में, प्रकेश किलाम में किया को यो वा व्यक्तिया के पित्रिय में प्रकार के प्रत्या किया करती के निर्माह की निर्माह की प्रकार के प्रकार के प्रकेश के उनकी पर प्रकार करती है। पूर्विया के किए में तमन विकासीर्टीय किया किए के एनएसकीएल) को निर्माह की है। है-वोटिंग के निर्देश एनीएम के नीटिंग में है में सरस्यों को प्रति

- प्रशेषक के लिए ने नाल सिक्सीरियंत प्रणिवरी लिसियंद (एसएसरीएस) को नियुक्ति को है ! र-बोरिय के निर्देश प्रशेषक के सीर्य स्था है कि ...

 (क) सिंद र-बोरियं को अर्थिय 3 प्रमुख्य 5 पुरस्क 5.022 (पूक्क 500 मां) के सुक्त लीनों की 22 मुख्य 5.022 (500 मां) को सम्मा लेगी र स्थापित लिखे को सम्मा के नीए रम्पानियंत के साम प्रशेषक उन होंगे का प्राथ के का प्रश्नास्त्र के साम प्रमुख्य 5 पुरस्क 5 पुरस्क

- पंजीकृतः अपडेट करें । विजय में किया प्रमुख्य के माध्यम से लॉगिन से संबंधित किसी भी तकनीको मुद्दे के लिए डॉमैट मोड में प्रतिभृतियों को रखने वाले व्यक्तिः

केंद्रसायां की किए हेस्पहेंकर। विकास प्रकार के किए हेस्पहेंकर। किए के प्रकार के किए हेस्पहेंकर किए किए किए किए किए किए किए किए के साथ वीचिट मीट में प्रतिशृति रखने वाले स्वित्य के स्वाप्त के साथ वीचिट मीट में प्रतिशृति रखने वाले स्वित्य के स्वप्त के साथ के साथ

कृते टाइमेक्स ग्रुप इंडिया लिमिटे

धीरज कुमार मग्गो वीपी-विधि, मानव संसाधन और कंपनी संविव

FORM NO. INC.26
[Pursuant to Rule 30 of Companies
(Incorporation, Bulez 2014]
(Incorporation, Bulez 2014
(Incorporation)
(Incorpor

Oily, NEW DELHH. 110970.

Notice is hereby given to General Public that the company proposes to make the application to the Central Government unde section 13 of the Companies Act 2013 esseking confirmation of alteration or seeking confirmation of alteration of the companies and the confirmation of the Companies of the Companie 24th DW OF JUNE. 2022 to enable the Company of change the Registered (Titles (Registered (Titles (Tit PARYAWARAN BHAWAN, CGO COMPLES NEW DELHI - 110003, within 14 Days of dat of publication of this notice with a copy to the applicant company at its registered office a the address mentioned below: ADDRESS O REGISTERED OFFICE: C 90870 WASAN KUNJ, NEW DELHI, SOUTH DELHI110070

For and on behalf of applicant JINFEI TRADING INDIA PRIVATE LIMITED GENFA LI (DIRECTOR) DIN: 07078839 Date: 24.06.2022



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🧏 KESAR INDIA LIMITED

Onc. USI 220MH2009FC 142989

Onc Company was originally incorporated as a Private Company in name and style of Kesar impsis (India) Private Limited under the provisions of the Companies Act. 1956 wide Certificate of Incorporation dated November 05, 2003 bearing Registration Number USI 220MH2003PC 142988 used by Assistant Registration Companies, Maharastria, Mumbia, Stepeseumity, our Companies, Maharastria, Mumbia, Stepeseumity, our Companies, Maharastria, Mumbia, Stepeseumity, our Companies, Autoriants, Mumbia, Stepeseumity, our Companies control of Public Limited Contrain pursuant to Special Resolution passed by the situation Autorians Stepeseumity, our Company was converted into 2012 The Company pursuant to Companies, Maharastria, Mumbia Stepeseumity, our Company was converted into Company pursuant to Companies, Maharastria dated December 15, 2021 bearing Comporate Indirection Number USI 220MH2003PC 142988. For details of incorporation, Charles of International Companies, Mambia Comporation Maharastria dated December 15, 2021 bearing Comporate Indirection Number USI 220MH2003PC 142988. For details of incorporation, Charles of International Companies, Mambia Stephen of International Companies, Mambia Stephen

OUR PROMOTER: GOPAL FATEHCHAND GUPTA

THE ISSUE

INITIAL PUBLIC ISSUE OF 500,400 EQUITY SHARES OF FACE VALUE OF C 10.00° EACH ("EQUITY SHARES") OF KESAR

RIGHAL HINTED ("THE COMPANY" OR THE "SSUE") FOR CASH AT A PRICE OF C 7 TO PER 1000 UTTY SHARE (THE "SSUE")

WINGHAT ZADE DUSTY SHARES OF FACE VALUE OF C 10.00° FOR CASH AT A PRICE OF C 7 TO FACH AGREERATION 5 OR 0.2

LAKES WILL SE RESERVED FOR SUBSCRIPTION BY MARKET MAKEN TO THE ISSUE (THE "MAKENT MAKEN RESERVATION POTTON). THE ISSUE LESS MARKET MAKER RESERVATION OF THE OWNER OF FACE VALUE OF C 10.00 EACH FOR CASH AT A PRICE OF C 7.10 PER DUITY SHARE. AGREERATION TO 7.15 OLA 4 LAKES ISSUE ARREST FACE VALUE OF C 10.00 EACH FOR CASH AT A PRICE OF C 7.10 PER DUITY SHARE. AGREERATION TO 7.15 OLA 4 LAKES ISSUE CONTINUE. THE SINGE THE OWNER OF THE COMPANY. TO 7.10 THE TO THE TO

ISSUE CLOSED ON : JULY 4, 2022

CORRIGENDUM: NOTICE TO THE INVESTORS ("Notice")

This corrigendum ("Corrigendum") should read with in conjunction with the Prospectus dated June 25, 2022 filed with BSE Ltd.
Registra of Companies (Municipal and SEBI in relation to the Initial Public Issue of Kesar India Limited.
In his regard, the Investor should not be the Johnsym prodifications the International Gostaded the Prospectus:
I. Under the Section VI titled "Passade Financial Statement" on page 155 of the Prospectus, Standalone Capitalisastion Statement
and 31st SLee, 2022. The same shall be read to the Section VI titled "Passade Financial Statement" on page 155 of the Prospectus, Standalone Capitalisastion Statement

The Section VI titled "Passade Financial Statement" on page 155 of the Prospectus. Standalone Capitalisastion Statement

The Section VI titled "Passade Financial Statement" on page 155 of the Prospectus. Standalone Capitalisastion Statement

The Section VI titled "Passade" of the Prospectus Standalone Capitalisastion Statement

The Section VI titled "Passade" of the Prospectus Standalone Capitalisastion Statement

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		INR in Lak
Particulars	Pre-Issue	Post Issue
Borrowings		
Short term debt (A)		
Long Term Debt (B)	384.65	384.65
Total debts (C)	384.65	384.65
Shareholders' funds		
Equity share capital	2.60	353.04
Reserve and surplus - as restated	243.65	1474.89
Total shareholders' funds	246.25	1827.93
Long term debt / shareholders' funds	1.56	0.21
Total debt / shareholders' funds	1.56	0.21

KESAR INDIA LIMITED On behalf of the Board of Directors

ne Board of Director Sd Sachin Gopal Gupt

Place: Nagow, Maharashira
Kass India Limide is opposing, subject to applicable stututory and regulatory requirements, receipt of requisite approval
market conditions and other considerations, to make a Politic Issue of its Equity Shares and has filted the Prospectus with
register of Companies, Mumbaia. The Prospectus with the variable on the websites of the Company the Risks Ear of the Little
www.kestraindis.com, www.kestraindis.com, www.decesscurifies.com, www.hemsecurifies.com crespectively. Applican
should note that the without the Company the Risk Factors' beginning on page 25 of the Prospectus.

Prospectus, including, the section titled "Risk Factors' beginning on page 25 of the Prospectus.



Birlasoft Limited

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057. Contact person: Sneha Padve, Company Secretary; Tel.: +91-20-66525000; Fax: +91-20-66525001; E-mail: contactus@birlasoft.com; Website: www.birlasoft.com

Date of Public

Announcement

411,215

205,608

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birlasoft

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF BIRLASOFT LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("Public Announcement"/ "PA") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of the Company, pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations"), and contains the disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 7,800,000 (SEVEN MILLION EIGHT HUNDRED THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 2/- (INDIAN RUPEE TWO ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF INR 500/- (INDIAN RUPEES FIVE HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any committee constituted by the Board to exercise its powers), at its meeting held on May 23, 2022 ("Board Meeting") has, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws and subject to approval of shareholders of the Company by way of a special resolution, approved the proposal for the buyback of up to 7,800,000 (seven million eight hundred thousand only) Equity Shares, representing up to 2.79% of the total number of equity shares in the paid-up share capital of the Company, at a price of INR 500/-(Indian Rupees five hundred only) per Equity Share ("Buyback Price") payable in cash, for an aggregate amount not exceeding INR 3,900 million (Indian Rupees three thousand and nine hundred million only) (excluding transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Costs")) ("Buyback Size") from all of the equity shareholders/ beneficial owners of the Company, including the promoters and members of the promoter group of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, hereinafter "Promoter and Promoter Group"), who hold Equity Shares as of the Record Date (as defined below) ("Buyback").

Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as amended (the "Companies Act"), the Board had sought the approval of the Company's shareholders for the Buyback by way of a notice of postal ballot dated May 27, 2022. ("Postal Ballot Notice"). The shareholders of the Company approved the Buyback on June 30, 2022 ("Shareholders' Resolution Date") through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on July 1, 2022 ("Shareholders' Approval").

The Buyback is in accordance with Articles 11 and 13 of the Articles of Association of the Company, Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act and rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Share Capital Rules"), and the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), to the extent applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the Buyback Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Pune, National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and/ or other authorities, institutions or bodies, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

1.4 The Equity Shares are listed on BSE and NSE. The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/ beneficial owners of the Company who hold Equity Shares as at July 15, 2022 ("Record Date") (such shareholders "Eligible Shareholders") through the "tender offer" process prescribed under Regulation 4(iv)(a) of the Buyback Regulations and shall be implemented using the stock exchange mechanism notified by the SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force ("SEBI Circulars") or such other mechanism as may be applicable. In this regard, the Company will request NSE and BSE ("Stock Exchanges") to provide the acquisition window for facilitating tendering of Equity Shares under the

Buyback. For the purposes of this buyback, BSE will be the designated stock exchange 1.5 The aggregate paid-up share capital and free reserves as per the latest audited standalone financial statements of

the Company as on March 31, 2022 is INR 15,618 million. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e., INR 3,904 million. The maximum amount proposed to be utilized for the Buyback (excluding Transaction Costs), INR 3,900 million (Indian Rupees three thousand and nine hundred million only), is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2022. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buyback up to 7,800,000 (seven million eight hundred thousand only) Equity Shares, the same is within the aforesaid 25% limit.

The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group entities have expressed their intention not to participate in the Buyback vide their letters dated May 24, 2022 and May 25, 2022 and shall not tender any Equity Shares in the Buyback.

1.8 The Buyback will not result in any benefit to the members of the Promoter and Promoter Group, persons in control of the Company or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation, if any, in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Pursuant to the completion of the Buyback, the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Listing Regulations. Any change in voting rights of the Promoter and Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.9 A copy of this Public Announcement is available on the website of the Company (www.birlasoft.com), and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

1.10 Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The Buyback transaction would be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, shareholders are advised to consult their own legal, financial and tax advisors prior to participating

NECESSITY FOR THE BUYBACK

in the Buyback.

The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

2.1.1 The Buyback will help the Company to distribute surplus cash to its members holding Equity Shares thereby enhancing the overall return for them;

2.1.2 The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";

2.1.3 The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in

2.1.4 The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback,

MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

The maximum amount required for Buyback will not exceed INR 3,900 million (Indian Rupees three thousand and nine hundred million only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.97% and 16.32% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022, respectively, which is within the prescribed limit of 25%.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of free reserves, securities premium of the Company and any other source as may be permitted by the Buyback Regulations or the Companies Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account.

MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK

4.1 The Equity Shares are proposed to be bought back at a price of INR 500/- (Indian Rupees five hundred only) per Equity Share

4.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE & NSE where the Equity Shares of the Company are listed, price earnings ratio, impact on other financial parameters and possible impact of Buyback

on the earnings per share. 4.3 The Buyback Price represents:

4.3.1 premium of 15.43% and 14.44% to the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 3 (three) months period ending May 18, 2022, being the date of intimation to the stock exchanges regarding the proposal of Buyback being considered at Board Meeting ("Intimation Date"):

4.3.2 premium of 28.44% and 28.42% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date; and

4.3.3 premium of 32.19% and 32.24% over the closing price of the Equity Shares on BSE and NSE, as on May 23, 2022, being the Board Meeting Date

4.4 The closing market price of the Equity Shares as on the Intimation Date was INR 389.30/- and INR 389.35/- and as on the Board Meeting Date was INR 378.25/- and INR 378.10/- on BSE and NSE, respectively.

4.5 The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves both on the basis of audited standalone and audited consolidated financial statements as on March 31,

2022 after the Buyback. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback a maximum of 7,800,000 (seven million eight hundred thousand only) Equity

Shares, representing 2.79% of the total number of equity shares in the paid-up share capital of the Company. DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO PARTICIPATE IN THE BUYBACK

The aggregate shareholding of the Promoters and Promoter Group, Directors of the Company's promoters and persons who are in control as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e., May 27, 2022 and the date of this PAi.e. July 4, 2022, are as follows:

Sr. No.	Name of Shareholders		oard Meeting Ballot Notice	No. of Equity Shareholding Percentage (% 10,77,36,274 38.48	
		No. of Equity Shares held	Shareholding Percentage (%)	TO A STATE OF THE PARTY OF THE	THE RESERVE AND ADDRESS OF THE PARTY OF THE PARTY.
1	National Engineering Industries Limited	10,77,36,274	38.52	10,77,36,274	38.48
2	Central India Industries Limited	51,69,511	1.85	51,69,511	1.85
	Total	11,29,05,785	40.36	11,29,05,785	40.32

date of this PA i.e. July 4, 2022, none of the Directors of the Company's promoters hold any equity shares in the Company 6.2 The aggregate holding of Equity Shares, Employee Stock Options ("ESOPs") and Restricted Stock Units ("RSUs")

in the Company of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e., May 27, 2022 and the date of this PA i.e. July 4, 2022, are as follows: Equity Shares

Dates of Board Meeting

and Postal Ballot Notice

No. of Equity Shareholding No. of Equity Shareholding

274,143

137,072

411,215

205,608

Designation

CEO &

Managing Director

Chief Financial Officer

Date of Allotment/

Name

Dharmander

2 Chandrasekar

Thyagarajan

Kapoor

No. of Shares

No

			Shares held	Percentage (%)	Shares held	Percentage (%)
1	Dharmander Kapoor	CEO & Managing Director	7,56,245	0.27	7,56,245	0.27
2	Nandita Gurjar	Independent Director	138	0.00	138	0.00
3	Sneha Padve	Company Secretary	17,560	0.01	22,560	0.01
SO	Ps/RSUs granted	I but not exercised				
Sr. No	111070000000000000000000000000000000000	Designation		oard Meeting Ballot Notice		of Public Incement
			No. of ESOPs held	No. of RSUs held	No. of ESOPs held	No. of RSUs held

274,143

137,072

22,500 22,500 3 Sneha Padve Company Secretary Note: Except for above, none of the other Directors and Key Managerial Personnel of the Company hold any Equity Shares or ESOPs / RSUs as on the date of the Board Meeting i.e. May 23, 2022, the date of Postal Ballot Notice i.e., May 27, 2022 and the date of this PAi.e. July 4, 2022.

6.3 No Equity Shares of the Company have been purchased / sold by any of the Promoters and Promoter Group, Directors of the Company's promoters, Directors and Key Managerial Personnel of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this PA, other than:

No. of Shares Allotted /Transferred	Date of Allotment/ Transfer	Nature of Transaction	Maximum Price (INR)	Minimum Price (INR)	Average Price (INR)
150,000	February 25, 2022	Allotment of Equity Shares pursuant to ESOPs	3.10	3.10	3.10
328,200	Not allotted yet*	Exercise of ESOPs	61.95	3.10	52.26
411,216	Not allotted yet*	Exercise of RSUs	2.00	2.00	2.00

"Note: These ESOPs and RSUs have been exercised on May 8, 2022, however, the allotment of equity shares pursuant to such exercise is yet to be undertaken. Ms. Nandita Gurjar

Nature of

Maximum

Minimum

Average

Price (INR) Allotted /Transferred Transfer Transaction Price (INR) Price (INR) 138 November 24, 2021 Purchase 498.87 498.87 498.87 Ms. Sneha Padve: No. of Shares Date of Allotment/ Nature of Maximum Minimum Average Allotted /Transferred Transfer Transaction Price (INR) Price (INR) Price (INR) Allotment of Equity 61.95 61.95 61.95 December 7, 2021 5.000 May 23, 2022 Shares pursuant 61.95 61.95 61.95 5.000 June 17, 2022 to ESOPs 61.95 61.95 61.95

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group entities have expressed their

Intention of the members of the Promoter Group and persons in control of the Company to participate in the

intention not to participate in the Buyback vide their letters dated May 24, 2022 and May 25, 2022 and shall not tender any Equity Shares in the Buyback. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND

THE COMPANIES ACT:

All the Equity Shares of the Company are fully paid-up; The Company shall pay the consideration only by way of cash;

The Company shall not issue and allot any Equity Shares or other specified securities (including by way of bonus) or convert any outstanding employee stock options/ outstanding instruments into Equity Shares, from the Shareholders' Resolution Date, i.e. June 30, 2022, till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

The Company, as per the provisions of Section 68(8) of the Companies Act, will not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or

7.5 Unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the Company shall not raise further capital for a period of one year, as prescribed under the provisions of Regulation 24(i)(f) of the Buyback Regulations, from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting

The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement

The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

The Company shall transfer from its free reserves or securities premium account and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking

.10 The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;

7.11 The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

7.12 The aggregate amount of the Buyback i.e. up to INR 3,900 million (Indian Rupees three thousand and nine hundred million only) does not exceed 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2022;

7.13 The maximum number of Equity Shares proposed to be purchased under the Buyback (up to 2.79% Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2022;

7.14 The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted

7.15 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date; 7.16 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its

own subsidiary companies, or through any investment company or group of investment companies; 7.17 The Buyback shall be completed within a period of 1 (one) year from June 30, 2022 i.e. the Shareholders' Resolution

7.18 The Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks and

financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares

7.19 The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the board meeting approving the Buyback;

7.20 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought

back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines; 7.21 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its

paid-up capital and free reserves after the Buyback, based on standalone and consolidated financial statements of the Company, as prescribed under the Companies Act and rules made thereunder and Buyback Regulations; and 7.22 The Company is not buying back its Equity Shares so as to delist its shares or other specified securities from the

Stock Exchanges. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

As required by Clause (x) of Schedule I of the Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that:

8.1.1 Immediately following the date of the Board Meeting, i.e. May 23, 2022, and the Shareholders' Resolution Date, i.e. June 30, 2022, there will be no grounds on which the Company could be found unable to pay its

8.1.2 That as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the Shareholders' Resolution Date, and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback or within a period of one year from the Shareholders' Resolution Date, as the case may be;

8.1.3 In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS The text of the report dated May 23, 2022, by the Statutory Auditors of the Company, addressed to the Board is reproduced below: Quote

The Board of Directors Birlasoft Limited 35 & 36, Rajiv Gandhi Infotech Park, Phase I, MIDC, Hinjewadi, Pune- 411057

Dear Sirs.

Statutory Auditor's Report in respect of proposed buyback of equity shares by Birlasoft Limited (the "Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back

Enterprise to the

Power of Digital™

of Securities) Regulations, 2018, as amended ("Buyback Regulations") This Report is issued in accordance with the terms of our engagement letter dated 20 May 2022.

2. The Board of Directors of Birlasoft Limited have approved a proposed buy-back of equity shares by the Company at its meeting held on 23 May 2022 (subject to the approval of the shareholders), in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') read with Buyback Regulations.

3. We have been requested by the Management of the Company (the "Management") to provide a report on the accompanying "Statement of Permissible Capital Payment (including securities premium)" (Annexure A) as at 31 March 2022. This Statement has been prepared by the Management, which we have initialed for identification purposes only

Management's Responsibility

4. The preparation of the Statement in accordance with the provisions of the Act and the compliance with the Buyback Regulations, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. Pursuant to the requirements of clause (xi) of Schedule I of the Buyback Regulations, it is our responsibility to provide a reasonable assurance:

(i) whether we have inquired into the state of affairs of the Company in relation to its audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March (ii) if the amount of the permissible capital payment as stated in Annexure A for the proposed buyback of equity

shares, has been properly determined considering the audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March 2022, in accordance with Section 68 of the Act, Regulation 4 of the Buyback Regulations; and

(iii) if the Board of Directors of the Company, in their meeting on 23 May 2022, have formed the opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the board resolution dated 23 May 2022 and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

6. The audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March 2022 referred to in paragraph 5 above, have been audited by us, on which we have issued an unmodified opinion vide our report dated 23 May 2022. We conducted our examination of the Standalone Financial Statements and Consolidated Financial Statements in accordance with the Standards on Auditing and other authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements.

Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

9. Based on inquiries conducted and our examination as above, we report that:

(i) We have inquired into the state of affairs of the Company in relation to its Audited Standalone Financial Statements and Audited Consolidated Financial Statements as at and for the year ended 31 March 2022 which have been approved by the Board of Directors of the Company on 23 May 2022;

(ii) The amount of permissible capital payments (including securities premium) towards the proposed buyback of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68 of the Act, Regulation 4 of the Buyback Regulations. The amounts of share capital and free reserves have been extracted from the Audited Standalone Financial Statements and Audited Consolidated Financial Statements as at and for the year ended 31 March 2022 of

(iii) The Board of Directors of the Company, at their meeting held on 23 May 2022, have formed their opinion, as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds, and that the Company having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 23 May 2022 and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

Restriction on use

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, explanatory statement to the shareholders of the Company, draft letter of offer and letter of offer pertaining to buyback to be sent to the shareholders of the Company or filed with the (a) Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Manager to the proposed buyback offer, each for the purpose of extinguishment of equity shares and may not be suitable for any other

For B S R & Co. LLP Chartered Accountants Firm's Registration No. 101248W / W-100022 Swapnil Dakshindas

> Membership no.: 113896 UDIN: 22113896AJLKYT9498

For B S R & Co. LLP

Date: May 23, 2022

Date: 23 May 2022 Birlasoft Limited

Place: Pune

35 & 36, Rajiv Gandhi Infotech Park, Phase I, MIDC, Hinjewadi, Pune- 411057

Annexure A - Statement of permissible capital payment (including securities premium) as at 31 March 2022 Standalone

Particulars as on 31 March 2022 Consolidated Amount (INR) Amount (INR) Paid up Equity share capital (A) 558,992,164 558,992,164 (equity shares of face value of INR 2 each) Free Reserves (B = C+D+E below) 15,058,699,656 23,342,855,421 General reserve (C) 179,769,321 Retained earnings (D) 10,599,692,719 18,704,079,163 Securities premium (E) 4,459,006,937 4,459,006,937 Total Paid up capital and free reserves (F = A+B above) 15,617,691,820 23,901,847,585 Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 3,904,422,955 and Regulation 4 of the Buyback Regulations (i.e. upto 25% of the total paid up capital and free reserves, lower of standalone and consolidated financial statements) Amount proposed by Board Resolution dated 23 May 2022 approving the Buyback 3,900,000,000 subject to shareholders approval by special resolution, based on the Audited Standalone Financial Statements as at and for the year ended 31 March 2022

 A) The aforesaid balances have been extracted accurately from the audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31st March 2022 and secretarial records

B) Free reserves considered above, are in accordance with section 2(43) of the Act and Explanation II to Section 68 of the Act.

C) The aforesaid Statement has been prepared in connection with the proposed buy-back of upto 7,800,000 equity shares at a price of INR 500/- per share aggregating upto INR 3,900,000,000. The shares proposed for buy-back have been determined in accordance with the provisions of the Companies Act, 2013 including Section 68 and Regulation 4 to the Buyback Regulations.

 The Board of Directors have in their meeting dated 23 May 2022, formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared. For and on behalf of Birlasoft Limited Signed for identification

Date: May 23, 2022 Place: New Jersey

Dharmander Kapoor

in the Buyback.

CEO & Managing Director

Place: Pune Unquote 10 RECORD DATE AND SHAREHOLDER ENTITLEMENT 10.1 As required under the Buyback Regulations, the Company has fixed July 15, 2022, as the Record Date for the

purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate

10.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may

participate and tender shares in the Buyback. 10.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved

category for small shareholders; and (b) general category for all other Eligible Shareholders. 10.4 As defined in Regulation 2(1)(n) of the Buyback Regulations, a "small shareholder" is a shareholder of the Company. who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on NSE and BSE having the highest trading volume as on the Record Date, is not more than INR 200,000 (Indian Rupees two hundred thousand only).

10.5 In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of

10.6 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs to. The final number of Equity Shares that the Company shall purchase from each Eligible



टाटा कोपटल हाऊसिंग फायनान्स लिमिटड नोंदणीकृत कार्यालय : ११वा मजला, टॉवर 'ए', पेनीनसुला बिझिनेस पार्क,

🚺 🚺 गणपतराव कदम मार्ग, लोअर परळ, मुंबई- ४०० ०१३. सीआयएन नं.: यु६७१९०एमएच२००८पीएलसी१८७५५२.

ताबा सूचना (सुरक्षा हित अंमलबजावणी नियम, २००२च्या नियम ८(१) यासह वाचलेल्या परिशिष्ट IV नुसार)

न्याअर्थी, "टाटा कॅपीटल हाऊसिंग फायनान्स लिमिटेड"चे प्राधिकत अधिकारी असलेल्या निम्नस्वाक्षरीकारांनी वित्तिय मत्तेची सुरक्षितता व पुनर्रचना आणि सुरक्षा हित कायदा,२००२ ची अंमलबजावणी आणि सुरक्षा हित (अंमलबजावणी) नियम, २००२च्या नियम ९ यासह वाचलेल्या कलम १३(२) अंतर्गत प्रदान केलेल्या अधिकारांच्या अंमलबजावणी अंतर्गत उक्त सचनेच्या ६० दिवसांच्या आत सूचनेमध्ये नमूद केलेल्या रकमेची परतफेड करण्यास ऋणकोंवर फर्माविणारी मागणी सूचना निर्गमित केली आहे. ऋणको रकमेची परतफेड करण्यास असमर्थ ठरले आहेत, विशेषकरून ऋणको तसेच आम जनतेस याद्वारा सुचना देण्यात येते की तहसीलदार अधिकारीनी उवत कायद्याच्या त्यांना असलेल्या अधिकारांच्या अंमलबजावणीत खाली नमद केलेल्या दिनांकित. जिल्हा न्यायधीश पुणे यांच्या आदेशानुसार यामधील वर्णिलेल्या मालमत्तेचा **प्रत्यक्ष तावा** घेतला आहे व निम्नस्वाक्षरीकार असलेल्या प्राधिकृत

सुरक्षित मत्तेच्या उपलब्ध वेळेत विमोचनाकरिता कायद्याच्या कलम १३च्या पोट-कलम (८)च्या तरतुर्दीकडे ऋणकोचे लक्ष वेधीत

वेशेषकरून ऋणको तसेच आम जनतेस याद्वारा सावध करण्यात येते की त्यांनी मालमत्तेबाबत कोणताही व्यवहार करु नये आणि मालमत्तेशी केलेला कोणताही व्यवहार मागणी सूचनेच्या तारखेपासून त्यावरील व्याज व दंडात्मक व्याज, आकार, किंमत, इ. सह

लोन	बंधनग्रहीता/विधि वारसदार/	मागणी सूचनेनुसार	मागणी सूचनेची तारीख	आदेश
अकाउंट नं.	विधि प्रतिनीधीचे नाव	रवकम	प्रत्यक्ष ताब्याची तारीख	तारीख
9810018	श्री. निलेश प्रकाश कारेकर	१४-ऑक्टो-२०१९ रोजी प्रमाणे	14.10.2019	10.06.2022
	व श्रीमती निधी निलेश कारेकर	रू. १५,०८,०४७/- (रुपये पंधरा लाख आठ हजार सत्तेचाळीस फक्त)	30.06.2022	

सुरक्षित मत्ता/स्थावर मालमत्तेचे वर्णनः अनुसुची "ए" : पुढील समाविष्ट मालमतेचे सर्व खंड व तुकडे:- जमीन मोजमापाचा ०२ = ६१आर्स धारण केलेला गॅट नं. १ एकुण मोजमापाची हेक्टर्स ०३ = ३३, "झर्बीया हिंजेवाडी रोड" म्हणून ओळखल्या जाणाऱ्य प्रकल्पाचा, व्हिलेज बेबाडोहाल, ता. मायळ, जि. पुणे येथे पडून असलेली व असलेली आणि जिल्हा परिषद व्हिलेज बेबाडोहाल व ग्रामपंचायत किलेज बेबाडोहालच्या मर्यादेतील आणि सदर जमीन **पढीलप्रमाणे सिमित**ः पूर्वेला किंवा त्या दिशेने : गॅट नं २,३,४ व रोड द्वारा, दक्षिणेला किंवा त्या दिशेने : जमीन धारण केलेला गेंट नं. ५ द्वारा, पश्चिमेला किंवा त्या दिशेने : गावठण द्वारा, उत्तेरला किंवा त्या दिशेने : गॅट नं. १ या पैकी उर्वरित भाग व नदीद्वारा

अनुसुची "बी" : रेसिडंशियल फ्लॅट मोजमापाचा ३०.८४ चौ.मी.(३३२ चौ.फू.शी तुल्य) कार्पेट एरिआ धारण केलेला नं. ५१०, "झर्बीया हिंजेवाडी रोड" म्हणुन ओळखल्या जाण्यात येणाऱ्या उक्त कॉम्प्लेक्सच्या "ए१" बिल्डिंगमधील पाचव्या मजल्यावर स्थित. यावरील लिखित पहिल्या अनसचीमध्ये अधिक तपशीलवारपणे वर्णिलेल्या जमिनीवरील बांधकामाअंतर्गत.

10003623	श्रीमती उषा सुधीर यादव (दिवंगत श्री. सुधीर आकाराम यादव यांचे विधि वारसदार व सह-ॠणको) व श्रीमती प्राजक्ता सुधीर यादव, मास्टर आकाश सुधीर यादव (दिवंगत श्री. सुधीर आकाराम यादव यांचे विधि वारसदार)	०७-०९-२०२१ रोजी प्रमाणे क. ३,५४,८१३/- (रुपये तीन लाख चौपन्न हजार आठशे तेरा फक्त)	07.09.2021 30.06.2022	10.06.2022
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सुरक्षित मत्ता / स्थावर मालमत्तेचे वर्णन : अनुसूची "ए": पुढील विगर-कृषी जमिनीचा भाग वनत असलेल्या मालमतेचे सर्व खंड व तुकडे :- जमीन मोजमापाची २ हेक्टर्स ९१.३६ आर्स धारण केलेला गॅट नं, २४०, जमीन एकुण मोजमापाची ८ हेक्टर्स ६५ आर्स वापैकी, "झर्बीया अबोड" म्हणून ज्ञात असलेल्या प्रकल्पाच्या मंजूर झालेल्या लेआउट प्लाननुसार, विहलेज जांभूळ, ता. मावळ, जि. पुणे येथे पडून असलेली आणि जिल्हा परिषद जांभूळ व ग्रामपंचायत व्हिलेज जांभूळच्या मर्यादेतील आणि सदर जमीन पुढीलप्रमाणे सिमित : पुर्वेला किंवा त्या दिशेने : सर्व्हें नं. १७४ द्वारा, दक्षिणेला किंवा त्या दिशेने : सर्व्हें नं. २४०(पी) द्वारा, पश्चिमेला किंवा त्या दिशेने : सर्व्हें नं. १८६ व १९२ द्वारा, उत्तेरला किंवा त्या दिशेने : सर्व्हें नं. १७६ व १७८ द्वारा.

अनसची "बी"ः रेसिडेन्शियल फ्लॅट मोजमापाचा १५.७९ चौ.मी. (१७० चौ.फ.शी तुल्य) कार्पेट एरिआ धारण केलेला नं, २२ "झर्बीया अबोड" म्हणून ओळखल्या जाण्यात येणाऱ्या उक्त कॉम्प्लेक्सच्या "बी२" बिल्डिंगमधील तळमजल्यावर स्थित, यावरील

9975354	श्री. विनोद रामचंद्र भोरे व श्रीमती प्रतिभा विनोद भोरे	२२-१०-२०२१ रोजी प्रमाणे रु. ५,८८,२७४/- (रुपये पाच लाख अकुवाऐंशी हजार दोनशे	22.10.2021 30.06.2022	13.05.2022
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चीऱ्याहत्तर फक्त) **सुरक्षित मत्ता / स्थावर मालमत्तेचे वर्णनः अनुसूची "ए":** पुढील बिगर-कृषी जमिनीचा भाग बनत असलेल्या मालमत्तेचे सर्व खंड व तुकडे :- जमीन मोजमापाची ०४ हेक्टर्स ६४.५ आर्स, सर्व येथे स्थित - व्हिलेज अंबी, ता. मावळ, जि. पुणे, जमीन धारण केलेला गॅट नं. ३६, ३७, ३९, ४०, ३३९ यावर बांधकाम केलेल्या "झर्बीया अंबी"म्हणून ओळखल्या जाणाऱ्या प्रकल्पाच्या मंजूर झालेल्या लेआउट प्लाननुसार व व्हिलेज अंबी, ता. मावळ, जि. पुणे येथे पडुन असलेली.

अनुसूची "बी": रेसिडंशियल फ्लॅट मोजमापाचा १४.५९ चौ.मी. (१५७ चौ.फू.शी तूल्य) कार्पेट एरिआ धारण केलेला नं. ७१३ "झर्बीया अंबी" म्हणून ओळखल्या जाण्यात येणाऱ्या उक्त कॉम्प्लेक्सच्या "ए२" बिल्डिंगमधील सातव्या मजल्यावर स्थित, यावरील लिखित पहिल्या अनुसूचीमध्ये अधिक तपशीलवारपणे वर्णिलेल्या जमिनीवरील बांधकामाअंतर्गत.

तारीख: ३०-०६-२०२२ स्वाक्षरी/- प्राधिकृत अधिकारी

स्थळः पुणे टाटा कॅपीटल हाऊसिंग फायनान्स लिमिटेडकरिता



रजिस्टर्ड ऑफिस : 'कॉसमॉस टॉवर', प्लॉट नं. ६, आयसीएस कॉलनी, युनिव्हर्सिटी रोड, गणेशखिंड, शिवाजीनगर, पुणे-४११ ००७. पुणे ऑफिस फोन : 0२0-६७०८५३०८

बँकेकडील तारण वाहनाची लिलाव नोटीस

- जसे की, कर्जदार श्री. विवेक ए. अरान्हा, रा. १४/३, लाल देवळाजवळ, डॉ. आंबेडकर रोड, कॅम्प, पुणे ४११००१ यांनी रु. ६९ लाख (रुपये एकोणसत्तर ठाख फक्त) वाहनकर्ज रक्कम बँकेकडून घेतली असून त्यापोटी खरेदी केलेली कार (खाली नमूद केल्यानुसार) २६/०३/२०१३ रोजी रीतसर हायपोधिकेशन कराराद्वारे बॅकेकडे तारण ठेवलेली आहे. सदर कर्जदार कर्जाची परतफेड करण्यात असफल ठरला आहे. त्यामुळे सिक्युरिटायझेशन ॲण्ड रिकन्स्ट्रक्शन ऑफ फिनान्शिअल ॲसेटस् ॲण्ड एन्फोर्समेंट ऑफ सिक्युरिटी इंटरेस्ट ॲक्ट २००२ अनुसार आणि त्याचप्रमाणे बहराज्यीय सहकारी संस्था अधिनियम २००२ चे कलम ८४ अन्वये लवाद करून लवाद अधिकरणाकडून दि. १६/०१/२०१७ रोजीच्या निवाड्यानुसार कर्जदाराकडून रक्कम रू. ५०,३४,३१२.६४ पैसे व व्याज वसूल करण्याचा आणि सदरचे वाहन विक्री करून विक्री रक्कम कर्जखात्यात जमा करून घेण्याचा आदेश मिळविला आहे. सदर निवाडा व आदेश यांचे अंमलबजावणीकामी बँकेने मे. जिल्हा न्यायालय, पूणे यांचेकडे दरखास्त क्र. १५८७/२०१८ दाखल केलेली आहे.
- २. आणि जसे की, सदर कर्जदाराने सदर वाहनाच्या किंमतीच्या संदर्भात गुन्हेगारी कृत्यही केले आहे, त्यामुळे या वाहनाच्या मालकाच्या विरोधात लष्कर पोलीस स्टेशन, पुणे येथे गुन्हा क्र. ८२/२०१६ नोंदविण्यात आला असून त्याची चौकशी आर्थिक गुन्हे विभाग, पुणे यांचेकडून करण्यात येत आहे. या चौकशीच्या प्रक्रियेत, सदरचे वाहन पोलिसांकडून जप्त करण्यात आले असून या वाहनाचा ताबा प्रथमवर्ग न्याय दंडाधिकारी लष्कर, पुणे न्यायालय यांच्या आदेशानुसार १०.१०.२०१९ रोजी बॅंकेकडे दिला आहे. यानंतर, बॅंकेच्या अर्जानुसार प्रथमवर्ग न्याय दंडाधिकारी लष्कर, पुणे न्यायालय यांनी त्यांच्या २०.०१.२०२१ च्या आदेशानुसार बँकेस सदर वाहनाची विक्री करण्याची परवानगी दिली आहे. तपशील पुढीलप्रमाणे

मॉडेल	मर्सिडीज् बेन्झ आर–३५०	वाहन क्र.	एमएच १२ जेएस ०००३
चासी नं.	डब्ल्यूडीसी२५११२३२ए१६२८००	इंजिन नं.	&& 32688437

३. वर नमूद केलेल्या आदेशानुसार दि. कॉसमॉस को-ऑपरेटिव्ह बँक लि, यांनी वरील वाहनाचा जाहीर लिलाव २२.०७.२०२२ दपारी १२.३० वाजता बँकेच्या आवारात म्हणजे कॉसमॉस टॉवर प्लॉट नं. ६. आयसीएस कॉलनी, गणेशखिंड रोड, शिवाजीनगर, पुणे ४९९००७ येथे जसे आहे तसे या आधारावर रु. ८,५०,०००/- (रु. आठ लाख पन्नास हजार फक्त)+जीएसटी एवढ्या राखीव किंमतीस आयोजित

अटी व शर्ती - १. वरील प्रमाणे नमूद केलेली जंगम मिळकत ही 'जशी आहे जेथे आहे, जशी आहे जी आहे, जी काही आहे तेथे आहे' या तत्त्वावर विक्री केली जाईल. २. टेंडर दाखल करणेपुर्वी अधिकृत अधिकारी यांच्याशी सदर मिळकर्तीचे मालकी हक्क, टायटल व देयके इ. संदर्भात शहानिशा करून घेण्याची जबाबदारी खरेदीदार यांची राहील व नंतर याबाबत कुठल्याही प्रकारच्या तक्रारीची दखल घेतली जाणार नाही. (टेंडर फॉर्म मिळण्याचे ठिकाण दि कॉसमॉस को-ऑप. बॅंक लि. 'कॉसमॉस टॉवर', प्लॉट नं. ६, आयसीएस कॉलनी, युनिव्हर्सिटी रोड, गणेशखिंड, शिवाजीनगर, पुणे-४११ ००७. (फोन:०२०-६७०८५३०८). ३. टेंडर/ऑफर्स राखीव किमतीच्या १०% म्हणजेच रू. १,००,०००/- बयाणा रक्कमेचे पे ऑर्डर/डीडीसह दि कॉसमॉस को-ऑप. बॅक लि. या नावाने वरील लिलाव पत्त्यावर दि. २१.०७.२०२२ रोजी आरटीजीएस/एनईएफटी फंड ट्रान्सफर द्वारे अदा करू शकता त्याचा तपशील पुढीलप्रमाणे - दि कॉसमॉस को-ऑप. बॅंक लि. A/c No. 090370171, NPA Recovery Suspense A/c आयएफएससी कोंड - COSB0000090 युनिव्हर्सिटी रोड, शाखा पुणे पोहचेल असे पाठविण्यात यावे. ४. इच्छुक खरेदीदार यांनी आपले टेंडर/ऑफर्स बयाणा रकमेचे पे ऑर्डर/डीडी सीलबंद पाकीटात घालून व पाकीटावर 'श्री. विवेक ए. अरान्हा यांच्या वाहनखरेदीसाठीचे टेंडर'असे स्पष्ट नमुद करावे. सदर विक्री/लिलाव आपल्यावर कायम न झाल्यास आपण भरलेली बयाणा रक्कम परत करण्यात येईल. तसेच रिझर्ट्ह किमतीपेक्षा कमी किमतीला आलेले टेंडर्स/ऑफर्स विचारात घेतले जाणार नाही. सदर बयाणा रकमेवर व्याज दिले जाणार नाही. ५. सर्व कायदेशीर देयके व इतर देयके, कर, जीएसटी, टीसीएस, दर, कर आकारणी, फी, दावे, चार्जेस, तसेच सदर वाहन हस्तांतरणासाठी आरटीओचा खर्च इ. जबाबदारी खरेदीदार यांची सर्वस्वीपणे राहील. ६. विक्री कार्यवाहीतील मिळकर्तींबाबत आवश्यक ते टॅक्स, डयूटी, चार्जेस, ट्रान्सपोर्टेशन, लोडिंग, अनलोडिंग खर्च व इतर सर्व आनुषंगिक खर्च नियमानुसार व वेळोवेळी होणाऱ्या बदलानुसार खरेदीदारास करावा लागेल. ७. सर्व टेंडर्स/ऑफर्स उघडल्या नंतर संभाव्य बोलीदारांना आपापल्या बोली वाढविण्याची संधी देण्यात येईल. ८. विक्री रकमेच्या १०% रकमेचा भरणा केल्यानंतर व अधिकृत अधिकारी यांनी विक्री कायम केल्यानंतर उर्वरीत रक्कम पुढील १५ दिवसांत कार्यालयीन वेळेत भरणे बंधनकारक राहील. सदर रक्कम बॅकर्स चेक/डी.डी. तसेच आरटीजीएस/एनईएफटी फंड ट्रान्सफर द्वारे त्याचा तपशील पुढीलप्रमाणे - दि कॉसमॉस को-ऑप. बँक लि. A/c No. 090370171, NPA Recovery Suspense A/c आयएफएससी कोड - COSB0000090 युनिव्हर्सिटी रोड, शाखा पुणे येथे अदा करण्यात यावी. जर सदरचा भरणा सदर मुदतीत केला गेला नाही तर भरलेली १०% रक्कम जप्त करण्यात येईल व सदर वाहनाची पुनर्विक्री कारवाई पुन्हा करण्यात येईल. ९. इच्छुक खरेदीदारास वरील प्रमाणे विक्री कार्यवाहीतील वाहनाची प्रत्यक्ष पाहणी दिनांक १९.०७.२०२२ पर्यंत बॅकेच्या कार्यालयीन वेळेत स. ११:०० ते द. ०४:०० वा. दि कॉसमॉस को-ऑप. बॅक लि. 'कॉसमॉस टॉवर', प्लॉट नं. ६, आयसीएस कॉलनी, युनिव्हर्सिटी रोड, गणेशखिंड, शिवाजीनगर, पुणे-४११ ००७ येथे करता येईल. १०. विक्री/लिलावाच्या तपशिलवार अटीं व शर्ती लिलावाच्या वेळी व लिलावाच्या ठिकाणी वाचण्यात येतील. ११. सदर लिलावाच्या बोली/ऑफर्स स्विकारणे न स्विकारणे, लिलाव कायम करणे, पुढे ढकलणे, रद्द करणे व इतर सर्व हक्क कोणतेही कारण न देता अधिकृत अधिकारी यांनी राखून ठेवले आहेत.

दिनांक : ०५.०७.२०२२ ठिकाण : पुणे

बँकेतर्फे अधिकृत अधिकारी, दि कॉसमॉस को-ऑप. बँक लि.

जाहीर नोटीस

शहर पुणे, मौजे कोथरुड, येथील स.नं. ८९/२ + ९०/२ चे लोकमान्य कॉलनी नामक मंजूर ले-आऊटमधील प्लॉट नं. १५ यांसी सि.स.नं. ९७५ यांसी क्षेत्र १००० चौ.मी. त्यावरील इमारतीसह यांसी चतुःसीमा - पूर्वेस : सि.स.नं. ९७४, दक्षिणेस : ३० फूटी रस्ता, पश्चिमेस : सि.स.नं. ९७६, उत्तरेस : सि.स.नं. १०२१, येणेप्रमाणे चतुःसीमापूर्वक मिळकतीचे विद्यमान मालक - रचना सहकारी गृहरचना संस्था मर्यादित, पत्ता - प्लॉट नं. १५, यांसी सि.स.नं. ९७५, लोकमान्य कॉलनी, कोथरुड, पुणे, यांनी सदर मिळकत आमचे अशिलांना पुनर्विकसनासाठी देण्याचे मान्य व कबूल केले आहे. सदर मिळकत निर्वेध व निजोखमी असून ती केवळ उपरोक्त सोसायटी व सभासदांनाच पुनर्विकसनासाठी देण्याचा हक्क व अधिकार असल्याचा भरवसा त्यांनी आमचे अशिलांस दिला आहे. तरी सदरील मिळकतीमध्ये उपरोक्त सोसायटी व सभासदांशिवाय इतर कोणाचा कसल्याही प्रकारे मालकी हक, तोंडी अथवा लेखी विसारपावती, करार, साठेखत, दावा अगर हितसंबंध असल्यास त्यांनी ही जाहीर नोटीस प्रसिध्द झाल्यापासून चौदा दिवसांचे आत आम्हास लेखी कळवावे व कागदपत्रांनिशी खात्री पटवावी, अन्यथा सदरील मिळकत निर्वेध व निजोखसी असून इतर कोणाचा काहीही हक, हितसंबंध नाही व असल्यास तो त्यांनी जाणीवपूर्वक सोडून दिला आहे असे समजले जाईल व नंतर कोणाची, कसलीही तक्रार चालणार नाही.

पुणे, ता. ०४.०७.२०२२

श्री. प्रदीप मनोहर खिरे, 'साकेत' ४४/५४, नवसह्याद्री सोसायटी, पारिजात गल्ली, कर्वेनगर, पुणे ४११०५२. फोन नं. २५४२०५७९/ २५४६२२२४.

दक्षिण रेल्वे

(बांधकाम संघटना) ई-निविदा

सूचना क्र. CAO-CN-MS-PMS-02-JUNE-22, दि. 29-06-2022 सूचना क्र. CAO-CN-MS-CON-SD-02-2022, दि. 29-06-2022 सूचना क्र. CAO-CN-MS-PMS-03-july-22, दि. 01-07-2022

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 कामाचे नावः मदराई जंक्शन रेल्वे स्थानकाच्या पुनर्विकासासाठी प्रकल्प व्यवस्थापन सेवा पुरविण्यासाठी प्राधिकरण अभियंता च्या नियुक्तीसाठी प्रस्ताव विनंती (आरएफपी). रोख मुल्य (रुपये) रु. 94860324.00 बयाणा रक्कम (रुपये): रु. 624300.00 पूर्णता कालावधी महिने: 36. बंद होण्याचा दिनांक: 23-08-2022 रोजी 15.30 वा. बोली-पूर्व

कॉन्फरन्स दिनांक: 11-07-2022 रोजी 15.00 वा.

- दक्षिण रेल्वेच्या मद्राई विभागाच्या तिरुनेलविल्ली जंक्शन रेल्वे स्थानकाच्या मोठ्या अद्ययावतीकरणासाठी (एकात्मिक पुनर्विकास) तपशीलवार प्रकल्प अहवाल (डीपीआर) तयार करणे आणि व्यवहार्यता अभ्यास, तपशीलवार मास्टर प्लानिंग, शहरी डिझाईन, अभियांत्रिकी साठी सल्लागार सेवा. रोख मुल्य (रुपये) रु. 6960000.00 बयाणा रक्कम (रुपये): रु. 139200.00 पूर्णता कालावधी महिने: 8. बंद होण्याचा दिनांक: 23-08-2022 रोजी 15.00 वा. बोली-पूर्व **कॉन्फरन्स दिनांक:** 15-07-2022 रोजी 11.00 वा.
- ग्रमेश्वरम रेल्वे स्थानकाच्या पुनर्विकासासाठी प्रकल्प व्यवस्थापन सेवा पुरविण्यासाठी प्राधिकरण अभियंता यांच्या नियुक्तीसाठी प्रस्ताव विनंती (आरएफपी). रोख मूल्य (रुपये) रु. 36491520.00 बयाणा रक्कम (रुपये): रु. 332500.00 पूर्णता कालावधी महिने: 18 बंद होण्याचा दिनांक: 23-08-2022 रोजी 15.30 वा. बोली-पूर्व कॉन्फरन्स दिनांक: 11-07-

अधिक तपशीलासाठी कृपया वेबसाईट पोर्टलला www.ireps.gov.in येथे भेट द्यावी किंवा कार्यालय, मुख्य प्रशासकीय अधिकारी, बांधकाम, ई.च्ही.आर. हाय रोड, एम्मोर, चेन्नई - 600 008.

मुख्य अभियंता (बांधकाम) एग्मोर, चेन्नई - 600 008

आम्हाला फॉलो करा : 💟 twitter.com/@GMSRailway

Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder in the Buyback.

- 10.7 In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common permanent account number ("PAN") for determining the category (small shareholder or general) and entitlement under Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical or where the PAN of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the
- 10.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- 10.9 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding in the Company, after completion of the Buyback, without any additional investment. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients
- 10.10 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the record date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 10.11 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars. 10.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant
- timetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s).
- 11 PROCESS AND METHODOLOGY FOR BUYBACK
- 11.1 The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and/ or in dematerialized form as on Record Date.
- 11:2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by the SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including Committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law 11.3 For implementation of the Buyback, the Company has appointed Kotak Securities Limited as the registered broker
- to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



KOTAK 27 BKC, Plot no. C-27, "G" Block, Bandra Kurla Complex, Kotak Securities Bandra (East), Mumbai 400 051;

> Tel no.: 1800 209 9191; Contact person: Mr. Ritesh Shah; Email: service.securities@kotak.com: Website: www.kotaksecurities.com; SEBI registration no.:

NSE SEBI Registration No.: INZ000200137; BSE SEBI Registration No.: INZ000200137

- 11.4 The Company will request the Stock Exchanges to provide the separate acquisition window ("Acquisition" Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback ("Designated Stock
- Exchange"). The details of the Acquisition Window will be specified by the Stock Exchanges from time to time. 11.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the
- 11.6 In the event the Seller Member(s) of any Eligible Shareholder is not registered with the Stock Exchanges as a trading member/ stock broker, then that Eligible Shareholder can approach any registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e., Kotak Securities Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
- 11.7 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall
- be clubbed and considered as "one bid" for the purposes of acceptance. 11.8 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering
- 11.9 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 11.10 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:
 - 11.10.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
 - 11.10.2 The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as "Clearing Corporations")

- 11.10.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges or the Clearing
- 11.10.4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporations. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares: blocked in the shareholders demat account shall be provided by the target depository to the Clearing
- 11.10.5 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again
- 11.10.6 Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc.
- 11.10.7 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form
- 11.10.8 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company
- 11.11 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:
- 11.11.1 In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/ 144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the 11.11.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will
 - be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (A) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (B) original share certificate(s), (C) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (D) self-attested copy of PAN card(s) of all Eligible Shareholders, (E) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or
- 11.11.3 Based on documents mentioned in paragraph 11.11.2 above, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- 11.11.4 Any Seller Member / Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., Link Intime India Private Limited (at the address mentioned at paragraph 14 below) on or before the offer closing date. The envelope should be superscribed as "Birlasoft Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member.
- 11.11.5 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on Stock Exchanges website.
- 11.11.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period
- 11.11.7 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any, 11.12 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies
- (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 11.13 The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.
- METHOD OF SETTLEMENT
- 12.1 Upon finalization of the basis of acceptance as per the Buyback Regulations: 12.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- 12.1.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporations' bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporations will make direct funds payout to respective

- Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders. 12.1.3 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to
- their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. 12.1.4 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to

the respective Eligible Shareholder's account. For this purpose, the client type details would be collected

settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing

- from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporations from time to time. 12.1.5 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporations by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On
- 12.1.6 In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target
- 12.1.7 Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted equity shares in case the equity shares accepted by the Company are less than the equity shares tendered in the Buyback by the Equity Shareholders holding equity shares in the physical form.
- 12.1.8 The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 12.1.9 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 12.1.10 The Seller Member(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 12.1.11 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- 12.2 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations. COMPLIANCE OFFICER
- 13.1 The Company has designated the following as the Compliance Officer for the Buyback: Name: Sneha Padve

Designation: Company Secretary

Depository on settlement date.

Company: Birlasoft Limited Address: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057

Tel no.: +91-20-66525000; Fax no.: +91-20-66525001; Email: secretarial@birlasoft.com 13.2 In case of any clarifications or to address investor grievance, the shareholders may contact the Compliance Officer,

- from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the abovementioned address. INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK
- 14.1 The Company has appointed the following as the Registrar to the Buyback:

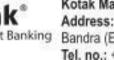
Link Intime India Private Limited

LINK Intime Address: C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083, Maharashtra, India. Tel. no.: +91 22 4918 6200 Fax no.: +91-22-4918-6195; Contact person: Mr. Sumeet Deshpande

Email: birlasoft.buyback2022@linkintime.co.in Website: www.linkintime.co.in; Sebi registration no.: INR000004058 Validity Period: Permanent

14.2 In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address. MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback: 🗬 kotak



Kotak Mahindra Capital Company Limited Address: 27BKC, 1st Floor, Plot No. C-27, "G" Block, Bandra Kurla Complex, Investment Banking Bandra (East), Mumbai - 400051.

Tel. no.: +91-22-4336-0128; Fax no.: +91-22-6713-2447 Email: birlasoft.buyback@kotak.com; Contact person: Mr. Ganesh Rane SEBI Registration: INM000008704; Validity Period: Permanent Registration

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Birlasoft Limited

DIRECTORS' RESPONSIBILITY STATEMENT

Dharmander Kapoor Ashok Kumar Barat CEO & Managing Director Director DIN: 08443715 DIN: 00492930 Date: July 4, 2022 Date: July 4, 2022 Place: Noida, India Place: Helsinki, Finland

Sneha Padve Company Secretary Membership No. A9678 Date: July 4, 2022 Place: Pune, India

CONCEPT

