To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the report of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.

2. Adoption of audited Financial Statements – Consolidated

To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the report of the Directors and the Auditors thereon, be and are hereby received, considered and adopted.

3. Confirmation of interim dividend and declaration of final dividend

To confirm the payment of interim dividend of ₹1.50 (75%) per equity share of face value of ₹2/- each and to declare a final dividend of ₹3/- (150%) per equity share of face value of ₹2/- each, for the financial year ended March 31, 2022; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the report of the Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

4. Re-appointment of Dharmander Kapoor as a Director liable to retire by rotation

To re-appoint Dharmander Kapoor (DIN: 08443715), who retires by rotation as a Director and being eligible, offers himself for re-appointment; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Dharmander Kapoor (DIN: 08443715), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

5. Special Business

To consider and approve re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer & Managing Director of the Company

To consider and approve re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer (“CEO”) & Managing Director (appointed for a period of three years, expiring on May 31, 2022) for a further period of three (3) years, effective from June 1, 2022, and subject to the approval of the Board of Directors of the Company; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the interim dividend of ₹1.50 (75%) per equity share of face value of ₹2/- each on the paid-up equity share capital of the Company, for the financial year ended March 31, 2022, approved by the Board of Directors at their meeting held on October 26, 2021, paid, and be is hereby noted and confirmed.”
resolved further that
the maximum number of
or non-executive director(s) who is not promoter or member of promoter group of the Company, excluding independent director(s), as selected by the Board of Directors in accordance with SIP 2022 and which are furnished in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot equity shares of the Company having face value of INR 2/- (Indian Rupees Two) per share ("Equity Shares") through employee stock options by way of issuance of Performance Stock Units ("PSUs") and/or Restricted Stock Units ("RSUs") to subscribe to the Equity Shares ("Awards") to the employees of the Company, as per the terms of SIP 2022, whether working in India or outside India, including any managing or whole-time director(s) or non-executive director(s) who is not promoter or member of promoter group of the Company excluding independent director(s), as selected by the Board of Directors in accordance with SIP 2022 but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s), who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company ("Eligible Employees") at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with SIP 2022 and applicable law.

RESOLVED FURTHER THAT the maximum number of Equity Shares be transferred under SIP 2022 to Eligible Employees shall not exceed 50,00,000 (Fifty Lakhs Only) (as adjusted for any corporate action and/or change in the capital structure) such price or prices may be determined by the Board in its sole and absolute discretion.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to formulate, evolve, decide upon and implement SIP 2022 on the terms and conditions contained therein including but not limited to terms and conditions specified under Regulation 5(3) of SEBI (SIEB) Regulations and instances where the Board shall lapse and determine the number of Awards to be granted to the Eligible Employee(s), the exercise price, the vesting period, the acceleration of the vesting of the Awards, and to make any modifications in the terms, conditions of SIP 2022 including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, etc., in its absolute discretion as it deems fit, subject to applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Awards or the shares to be allotted upon exercise of the Awards shall be reasonably adjusted and in case of sub-division or consolidation of shares then the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 2/- (Indian Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Awards under SIP 2022.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of PSUs/RSUs, shall rank pari passu in all respects including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in SIP 2022, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, SEBI (SIEB) Regulations, SEBI LODR and other applicable laws, rules and regulations, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors in accordance with SIP 2022 and applicable law.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI (SIEB) Regulations and any other applicable rules and regulations to the extent relevant and applicable to SIP 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent directors and other advisors such as merchant bankers, valuers, consultants or representatives, being incident or ancillary thereto to the nature of the business proposed to be carried out under SIP 2022, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to any such act or acts and the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and

or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of SIP 2022 and to take all such steps and do all such acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate to all or any persons conferred herein, to any other committee of the Board of Directors or to any Key Managerial Personnel, with power to further delegate such powers to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

8. Extension of the Birlasoft Share Incentive Plan–2022 to the employees of the subsidiary company(ies) of the Company

To consider and approve extension of “Birlasoft Share Incentive Plan–2022” (“SIP 2022”) to the employees of the subsidiary company(ies); and in this regard, to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies Share Capital and Debarment) Rules, 2014, read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SIEB) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Foreign Exchange Management Act, 1999, and the rules, circulars and regulations made thereunder ("FEMA") (including any statutory amendment(s), modification(s) or re-enactment(s) for the time being in force), the Members hereby authorise the Board of Directors in accordance with SIP 2022, as it may, to take all such steps and do all such acts as may be necessary and incidental to the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company under SIP 2022 and applicable law.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of PSUs/RSUs, shall rank pari passu in all respects including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any variation, amendment, modification or alteration in SIP 2022, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, SEBI (SIEB) Regulations, SEBI LODR and other applicable laws, rules and regulations, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors in accordance with SIP 2022 and applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent directors and other advisors such as merchant bankers, valuers, consultants or representatives, being incident or ancillary thereto to the nature of the business proposed to be carried out under SIP 2022, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to any such act or acts and the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and
3. Pursuant to General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CO/P/CM23/CR/PR/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) and other relevant norms in force from time to time (hereinafter collectively referred to as “the Circulars”) and in compliance with the provisions of the Act and SEBI LODR, the AGM of the Company has conducted the AGM through high Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility, which does not require physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

4. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the authorized agency for conducting of the AGM through VC/OAVM facility and for providing electronic voting (“e-voting”) facility to its members, to exercise their votes through the remote e-voting and e-voting at the AGM.

5. In compliance with the Circulars, the AGM Notice and the Annual Report 2021-22, including Financial Statements (along with Board’s Report, Auditor’s Reports or other documents required to be annexed therewith), are being sent only through electronic mode to those members whose e-mail IDs are registered with the Registrar & Transfer Agent ("RTA") or respective Depository Participants (“DPs”). Members may note that the AGM Notice and Annual Report 2021-22 are also available on the Company’s website at https://www.birlasoft.com and www.nseindia.com, respectively, and on the website of NSDL at https://www.evoting.nsdl.com.

6. In terms of the Circulars, since the physical attendance of the members is not possible under the prevailing circumstances, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the members under Section 103 of the Act, will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

7. Since the AGM will be held through VC/OAVM, the venue route map is not annexed to this Notice.
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21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified format, which are available on the Company's website at https://www.birlasoft.com/investor/policies-"reports-filings"/Shareholders-info and also on the RTA's website at https://linkintime.co.in/downloads.html. Members are requested to intimate the Company in respect of their respective DP in case the shares are in dematerialized form and to the RTA, in case the shares are held in physical form.

22. Members are requested to:

• quote their Registered Folis number in case of shares in physical form and Client ID and DTP ID in case of shares in dematerialized form, in their correspondence(s) to the Company,

• direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the RTA of the Company.

23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company or the RTA of any change in address or nominee, if any appointed, to notify demise of any member as soon as possible. Members are also advised to obtain access(s) to their accounts for checking the status of payments, dividends, and their shareholding maintained under Section 170 of the Act will be available electronically for inspection by the members during the AGM.

24. Members seeking any information with regard to the directors and their shareholding maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.

25. The Register of Directors and Key Managerial Personnel

26. Members are being provided a facility to exercise their votes remotely by members holding shares in dematerialized form, and for members who have not registered their e-mail ID, members are being provided with a facility to obtain an e-mail ID and password by sending a request to e-voting@linkintime.co.in.

27. All other documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretariat@birlasoft.com.

28. The Company has transferred the unclaimed dividends declared up to the financial year 2013-14, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Members wishing to claim the unpaid dividend, are requested to correspond with the RTA of the Company at Link Intime India Private Limited (Attention - Sandip Pawar) Block No. 202, Aksay Complex, Off Dhole Patil Road, Near Gandhi Temple, Pune - 411001, Telephone: +91-20-26161629, E-mail: pune@linkintime.co.in.

29. Pursuant to the provisions of Section 108 of the Act, read with the corresponding Rules made thereunder, and Regulation 44 of SEBI LODR, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing a facility to its members to exercise their votes electronically through the e-voting facility provided by the NSDL. Members can cast their vote(s) by remote e-voting prior to the AGM may participate in the ACM but shall not be entitled to cost their votes in the manner of voting remotely by members holding shares in dematerialized form, physical form and for members who have not registered their e-mail ID, members are being provided with a facility to obtain an e-mail ID and password by sending a request to e-voting@linkintime.co.in.

30. The Company has transferred 1,444,978/- being unclaimed dividend and 9,517 corresponding shares to IEPF, pertaining to the financial year 2013-14.

31. The Nomination and Remuneration Committee is the concerned Committee established under the Company's Articles of Association and is the most appropriate Committee to determine the remuneration of the CEO/M.D. and the members of the Committee shall be voted on by the members present and entitled to vote at the AGM, and they shall act in the best interests of the Company and shall have the powers to act as such.

32. The Nomination and Remuneration Committee is the necessary Committee to which the appointment of Managing Director is referred to under the provisions of Section 196 of the Act, read with the Investor Education and Protection Fund Act, 2000 ("IEPF") established by the Central Government.

33. The Company's contribution to Provident Fund and Superannuation/Annuity Fund as per the policy of the Company in force, from time to time;

34. Gratuity as per the policy of the Company in force, from time to time;

35. Encashment of leave as per the rules of the Company in force, from time to time;

36. Group medical insurance and group personal accident insurance as per the policy of the Company in force, from time to time;

37. The Remuneration Committee is constituted by the Board of Directors or any Committee of the Board.

38. The Remuneration Committee is established and functions in accordance with the guidelines issued from time to time under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021, as amended from time to time, to provide a transparent framework for equity based employee benefits.

39. The Remuneration Committee is constituted by the Board of Directors or by DK giving to the other 3 (three) months notice in writing.

40. No sitting fees shall be paid to DK for attending meetings of the Board of Directors or any Committee of the Board.

41. The contract of appointment of DK is terminable by either the Board of Directors or by DK giving to the other 3 (three) months notice in writing.

42. DK shall continue to be designated as Chief Executive Officer & Managing Director of the Company, and thus a Key Managerial Personnel.

43. DK shall continue to be liable to retire by rotation and this re-appointment shall be subject to his continuation as a Director of the Company during the term of this re-appointment.

44. For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of DK will be considered as continuous and this re-appointment including the re-appointment referred to above, the payment of remuneration or payment of remuneration of not will not be considered as any break in service.

45. The Nomination and Remuneration Committee or the Board of Directors of the Company may, at its discretion revise or restructure the remuneration or revise other terms and conditions, from time to time, in accordance with the provisions of the Section 197 of the Act read with Schedule V thereto.
various aspects relating to the Company’s affairs, long business experience and his contribution as a leader in the growth of the Company. The Board considers that the continued association of DK would be in the best interest of the Company.

The draft service agreement proposed to be entered into between the Company and DK is available for inspection by the members in the manner provided in the Notice to this Notice.

DK is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel. Except DK and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, connected or interested, whether financially or otherwise, in this resolution.

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

Item No. 6

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

For the purpose of assessing the proportion of the remuneration to the net profits of the Company, all items of remuneration package such as salary, benefits, bonuses, stock option, pension, perquisite etc. are taken into consideration.

Pursuant to the approval of the Nomination and Remuneration Committee, from time to time, Dharmander Kapoor (“DK” – Chief Executive Officer (“CEO”)/ Managing Director of the Company (DIN: 08443715)), has been granted Stock Options (“Options”) and Restricted Stock Units (“RSUs”) under “Special Purpose Birlasoft Employee Stock Option Plan 2019” (“ESOP 2019”) and “Birlasoft Share Incentive Plan 2019” (“SIP 2019”) as part of his compensation package. The details of these grants have been appropriately disclosed in the Annual Reports of the Company. DK may continue to be granted Options/RSUs in accordance with existing or future ESOP Schemes of the Company.

The perquisite value of the Options/RSUs, if any, exercised by DK during any financial year will become a part of his total remuneration. The perquisite value is the differential value payable to the managing director in respect of any financial year will become a part of his total remuneration. The perquisite value is the differential value payable to the Non-Executive Directors of the Company, the value of the aggregate remuneration payable by the Company to DK including perquisite value is likely to exceed the limits stipulated under the Act.

Taking into consideration the present value of the shares of the Company and the number of Options and RSUs which can be exercised, in any financial year, his re-appointment and the remuneration payable to the Non-Executive Directors of the Company, the value of the aggregate remuneration payable by the Company to DK during the tenure of DK is not likely to exceed 18% of the net profits of the Company.

Further, pursuant to the provisions of Section 197 and other applicable provisions of the Act, read with Schedule V thereunder and the Rules made thereunder, the total managerial remuneration payable by the Company to DK, as per the resolutions which may be passed by the Managing Director, Whole-Time Director and Manager, if any, in respect of any financial year may exceed 11% of the net profits of the Company provided the same is approved by the members of the Company.

In the premises aforesaid, the members are requested to consider increase in the overall maximum limit of managerial remuneration payable by the Company during its tenure of DK as CEO & Managing Director of the Company, to the extent it will exceed 11% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Act.

Further pursuant to the provisions of Section 197 of the Act, the members of the Company at the 28th Annual General Meeting held on August 7, 2019, had accorded their approval for payment of commission to the Non-Executive Directors of the Company, not exceeding 1% of net profit of the Company (as DK was then Director of the Company). This approval is being sought in the Resolution.

The exercise of the Options/RSUs granted to DK shall be subject to the Company’s and individual’s performance along with the time-based criterion.

While the Awards envisage issuance of both RSUs and PSUs, the major difference between them being the RSUs will have a time-based vesting criterion and will vest in the award holder accordingly. That said, the vesting of PSUs in the award holder shall be subject to the Company’s and individual’s performance along with the time-based criterion.

With the above objective, the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute as the Act or the Act or the Rules made thereunder or the Remuneration Committee/Compensation Committee, has proposed the Scheme. All Awards, including RSUs/PSUs, under SIP 2022 have been formulated in accordance with SEBI (SBEB) Regulations. The terms and broad framework of SIP 2022 has been approved by the Board of Directors of the Company through a resolution dated May 23, 2022.

Under SIP 2022, the eligible employees shall be granted Options and/or RSUs which will be exercisable into equity shares of Rs. 2/- each (Rupees Two) (hereinafter referred to as “Equity Shares”) by participating in the ownership of the Company through share-based compensation plan/scheme.

The maximum number of Equity Shares to be issued and allotted under SIP 2022 shall be limited to 50,00,000 (Fifty Lakhs Only) equity shares of Rs. 2/- each (Rupees Two) representing approximately 1.79% of the existing paid-up equity shares of the Company.

SIP 2022 will be administered by the Remuneration Committee of the Board in terms of Regulation 5 of SEBI (SBEB) Regulations.

The salient features, relevant disclosures and details of SIP 2022 are as follows:

a. Brief description of SIP 2022

This proposed plan is called the “Birlasoft Share Incentive Plan 2022” (“SIP 2022”) which provides alternatives to the Company to grant incentives to eligible employees (as selected by the Nomination and Remuneration Committee/Compensation Committee) to attract and retain key talents working with the Company; and

1. create a sense of ownership and participation amongst the employees;
2. motivate the employees with incentives and reward opportunities;
3. drive entrepreneurship mindset of value creation for the organization;
4. provide means to enable the Company to attract and retain the key talents; and
5. achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company.

b. Total number of PSUs/RSUs to be offered and granted

The total number of PSUs/RSUs that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 50,00,000 (Fifty Lakhs Only) equity shares of Rs. 2/- each (Rupees Two) under SIP 2022.

The eligible employees who have been granted PSUs/RSUs under SIP 2022 and will not entail any additional cash outflow by participating in the ownership of the Company through share-based compensation plans/schemes.

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of PSUs/RSUs and/or the shares to be allotted upon exercise of PSUs/RSUs shall be reasonably adjusted as per the provisions of SIP 2022 and in case of sub-division or consolidation of shares the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of the Company; and in case of capitalization of the present face value of the Company, shall be such as bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted PSUs/RSUs under SIP 2022.

PSUs/RSUs not vested due to non-fulfilment of the vesting conditions granted to PSUs/RSUs shall not be expressly refused to exercise, PSUs/RSUs (vested and exercised or unexercised) which have been surrendered and any PSUs/RSUs granted but not vested or exercised within...
The Title Period within which the PSUs/RSUs shall be vested
The Board or the Remuneration Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted PSUs/RSUs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which PSUs/RSUs granted can vest, and which may be specified in the respective grant letters/award agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the PSUs/RSUs granted would vest will be subject to the minimum and maximum vesting period as specified below.

Vesting period for PSUs/RSUs: The PSUs/RSUs would vest not earlier than one (1) year after the date on which such period or any such time period or any such vesting period may be prescribed under the applicable law including but not limited to SEBI (SBEB) Regulations. The vesting schedule in (i.e., exact proportion in which and the exact period over which the PSUs/RSUs would vest) would be determined by the Remuneration Committee. The PSUs/RSUs granted under SIP 2022 may vest in one or more tranches. Exercise period would commence from the vesting date and would expire after such period as may be decided by the Remuneration Committee.

e. Exercise price or pricing formula
Subject to SEBI (SBEB) Regulations and other applicable laws, if any, the exercise price for PSUs/RSUs shall be decided by the Remuneration Committee as it may deem fit, and in no circumstances, the exercise price shall be less than the face value of the shares of the Company.

f. Exercise period and the process of exercise
Exercise period would commence from the vesting date and would expire after such period as may be decided by the Remuneration Committee. If the PSUs/RSUs are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Award holder towards such lapsed Awards.

An employee may exercise the vested PSUs/RSUs within the exercise period by submitting an exercise application to the Company accompanied by the payment of an amount equivalent to the exercise price in respect of such shares and in such manner and on execution of such other documents, as may be prescribed by the Remuneration Committee from time to time.

g. The appraisal process for determining the eligibility of employees
The appraisal process for determining the eligibility of the employees will be specified by the Board or the Remuneration Committee from time to time, and will be based on criteria, such as level, role/criticality of the employee, length of service with the Company, work performance, and such other criteria that may be determined by the Board or the Remuneration Committee, as applicable, at its sole discretion. The Board or the Remuneration Committee may decide to extend the benefits of SIP 2022 to new entrants or to existing eligible employees on the same basis as it may deem fit, in accordance with applicable law.

h. Maximum number of PSUs/RSUs to be issued per employee and in aggregate
The maximum number of PSUs/RSUs to be granted to any eligible employee shall be decided by the Board or the Remuneration Committee. However, the number of PSUs/RSUs that may be granted to a single eligible employee, under SIP 2022 during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of PSUs/RSUs (which shall be adjusted in lieu of adjustments/reorganization of capital structure of the Company from time to time).

The aggregate of all such PSUs/RSUs shall not result into more than 50,00,000 (Fifty Lakh Only) Equity Shares at any time which shall be adjusted in lieu of corporate actions, adjustments/reorganization of capital structure of the Company from time to time.

i. Maximum quantum of benefits to be provided per employee under SIP 2022
The maximum quantum of benefits underlying the PSUs/RSUs granted to an eligible employee shall be equal to the appreciation in the value of the Company’s equity shares determined as on the date of exercise of PSUs/RSUs, on the basis of difference between the PSUs/RSUs Exercise Price and the Market Price of the Equity Shares on the exercise date.

j. Lock-in period, if any
There is no lock-in period.

k. Whether SIP 2022 is to be implemented and administered directly by the Company or through a trust
The Company shall directly implement and administer SIP 2022 through the Board/the Remuneration Committee.

l. Whether SIP 2022 involves new issue of Equity Shares by the Company or secondary acquisition by the trust or both
SIP 2022 contemplates only issue of new shares by the Company.

m. The amount of loan to be provided for implementation of SIP 2022 by the Company to the trust, its tenure, utilization, repayment terms, etc.
The Company will not create a trust for the implementation of SIP 2022.

n. Maximum percentage of secondary acquisition that can be made by the trust for the purpose of SIP 2022
Not applicable.

o. Method of PSUs/RSUs valuation
The Company shall use such valuation method(s) as may be prescribed from time to time in accordance with applicable laws for valuation of the PSUs/RSUs granted, to calculate the employee compensation cost.

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the cash settled benefit that shall have been recognized if it had used the fair value, shall be disclosed in the Directors’ report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors’ report.

p. Transferability of PSUs/RSUs
The PSUs/RSUs granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an Award holder while in employment, the right to exercise all the PSUs/RSUs granted to him till such date shall vest in the legal heir(s) or nominee(s) of such Award holder, in accordance with the provisions of SIP 2022.

q. The conditions under which PSUs/RSUs vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested awards in the event of a proposed termination of employment or resignation of an employee
If an Award holder’s employment is terminated with the Company for ‘Cause’ as specified in SIP 2022, then the treatment of the unvested PSUs/RSUs shall be decided by the discretion of the Remuneration Committee.

As regards the vested PSUs/RSUs, the Award holder shall be entitled to exercise the vested PSUs/RSUs within 3 (three) months from the date of termination/resignation/superannuation, failing which such vested PSUs/RSUs shall lapse and be cancelled forthwith. There shall be no further obligation of the Company towards the Award holder with regard to lapsed Award(s).

r. Disclosure and accounting policies
The Company shall comply with such applicable disclosure and accounting policies as prescribed by SEBI (SBEB) Regulations and such prescribed by the concerned authorities from time to time.

s. Terms & conditions for buyback, if any, of specified securities covered under these regulations
None.

t. Other terms
The Board or Remuneration Committee shall have the absolute authority to vary or modify the terms of SIP 2022 in accordance with the provisions of the Act. Accordingly, the Special Resolution set out at Item No. 7 of this Notice is proposed for approval by the members.

As per Regulation 6(1) of SEBI (SBEB) Regulations, a separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the Subsidiary Company(ies), if
may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 7 and 8 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution(s).

The Board of Directors recommends Special Resolutions mentioned in Item Nos. 7 and 8 of the Notice for approval of the members of the Company.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Details of Director seeking re-appointment at the Annual General Meeting as per Regulation 36 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India.

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Darshander Kapoor</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director Identification Number</td>
<td>08443715</td>
</tr>
<tr>
<td>Age</td>
<td>55 years</td>
</tr>
<tr>
<td>Qualification</td>
<td>Masters of Computer Application</td>
</tr>
<tr>
<td>Experience</td>
<td>31 years</td>
</tr>
<tr>
<td>Expertise in specific functional areas</td>
<td>Kindly refer report on the Corporate Governance annexed to this Annual Report.</td>
</tr>
</tbody>
</table>

Brief resume of the Director: Darshander Kapoor ("DK") is the Chief Executive Officer ("CEO") & Managing Director ("MD") of the Company. DK has a Master's degree in Computers from Kurukshetra University, India, and is an industry-veteran with over 30 years of experience and is recognized as a potent thought leader in the IT industry.

DK joined Birlasoft in 2014 as its Chief Operating Officer ("COO") and in his role as the COO, DK managed the delivery, business development and other enabling functions of the Company. As its COO, DK led the divestiture of Birlasoft's legacy business paving the way for a newer go-to-market and client engagement model for the Company. DK was elevated as the CEO & MD of the Company in 2019 and he has shaped the Company's strategy pivoted on the Enterprise to the Power of Digital™ framework, focusing on next-generation digital services offerings. He has also led the successful integration of the erstwhile Birlasoft and KPIT IT services businesses.

DK is known to be an exceptional leader, who takes pride in building leaders and competitive teams. He has a very keen eye on creating a balance between "fundamentals" to build organization's resilience and "transformation" to help the organization pursue non-linear growth. His in-depth technical skills and impressive experience in Transformation Services has helped Birlasoft develop key IPs (3rdEye, ValueISM, Enterprise Digital, etc.) in delivering differentiated value to its clients. He is a regular speaker at industry events and he also is an avid contributor in various publications through his thought leadership articles.

Painting, sharing his life lessons, reimagining and penning down his thoughts through blogs stems out of his creativity and demonstrate his passion towards life and work.

Date of first appointment June 1, 2019

Companies paying dividend are required to withhold tax at the applicable tax rates (unless otherwise exempted, TDS rate is 10% for resident members with valid PAN, 20% for resident members without PAN or invalid PAN and rates prescribed under the Income-tax Act, 1961 ("IT Act") or Tax Treaty, read with Multilateral Instruments, if applicable, for non-resident members). No withholding of tax is applicable if the dividend payable to resident individual members is upto ₹5,000 /- p.a.

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

i. The rate specified in the relevant provision of the IT Act; or

ii. Twice the rate or rates in force; or

iii. the rate of 5%:

In case a person has not filed his/her return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his/her case is fifty thousand or more in the said previous year. The status of filing of Return of Income by the members would be verified from the functionality provided by the Indian Income Tax authorities. The Company would solely rely on the information available on the Income Tax portal in this regard.

In order to provide exemption from TDS or apply lower rate of TDS or consider benefit of relevant Double Taxation Avoidance Agreement ("DTAA") with India as may be applicable, the documents prescribed for each category of member (as per the eligibility) must be uploaded on the portal of RTA at https://web.rintoint.co.in/formsreg/submission-form-15g-15h.html. The format of relevant documents is available on the website of the Company at https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info. If the documents are found in accordance with the provisions of the IT Act the same shall be considered while deducting the taxes.

If the dividend income is assessable to tax in the hands of a person other than the registered member as on the Record Date, the registered member is required to furnish a declaration to the Company containing the name, address, PAN, beneficiary account no. and details or information received after this date will not be considered.

ANNEXURE – TDS ON DIVIDEND

Companies paying dividend are required to withhold tax at the applicable tax rates (unless otherwise exempted, TDS rate is 10% for resident members with valid PAN, 20% for resident members without PAN or invalid PAN and rates prescribed under the Income-tax Act, 1961 ("IT Act") or Tax Treaty, read with Multilateral Instruments, if applicable, for non-resident members). No withholding of tax is applicable if the dividend payable to resident individual members is upto ₹5,000 /- p.a.

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If the dividend income is assessable to tax in the hands of a person other than the registered member as on the Record Date, the registered member is required to furnish a declaration to the Company containing the name, address, PAN, beneficiary account no. and details or information received after this date will not be considered.

ANNEXURE – TDS ON DIVIDEND

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

i. The rate specified in the relevant provision of the IT Act; or

ii. Twice the rate or rates in force; or

iii. the rate of 5%:

In case a person has not filed his/her return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his/her case is fifty thousand or more in the said previous year. The status of filing of Return of Income by the members would be verified from the functionality provided by the Indian Income Tax authorities. The Company would solely rely on the information available on the Income Tax portal in this regard.

In order to provide exemption from TDS or apply lower rate of TDS or consider benefit of relevant Double Taxation Avoidance Agreement ("DTAA") with India as may be applicable, the documents prescribed for each category of member (as per the eligibility) must be uploaded on the portal of RTA at https://web.rintoint.co.in/formsreg/submission-form-15g-15h.html. The format of relevant documents is available on the website of the Company at https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info. If the documents are found in accordance with the provisions of the IT Act the same shall be considered while deducting the taxes.

If the dividend income is assessable to tax in the hands of a person other than the registered member as on the Record Date, the registered member is required to furnish a declaration to the Company containing the name, address, PAN, beneficiary account no. and details or information received after this date will not be considered.
To summarize, dividend will be paid after deducting the tax at source as under:

### For Resident Members:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Applicable Rate</th>
<th>Documents required (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>With PAN</td>
<td>10% (subject to Form 15G or Form 15H)</td>
<td>a) Form 15G or Form 15H; b) Any other documents as prescribed under the IT Act for lower withholding of taxes, if any, obtained from the Income Tax authorities; and c) PAN or documentary evidence if you are exempt from obtaining PAN.</td>
</tr>
<tr>
<td>Without PAN/Invalid PAN/Section 206AB cases</td>
<td>20%</td>
<td>N/A</td>
</tr>
</tbody>
</table>

**An Insurance Company as specified under Section 194 of the IT Act:**

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Applicable Rate</th>
<th>Documents required (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>A) Copy of registration certificate issued by the IRDAI; b) Self-declaration that the insurance company is beneficial owner of the shares held; and c) PAN.</td>
<td></td>
</tr>
</tbody>
</table>

**Mutual Fund specified under clause (23B) of Section 10 of the IT Act:**

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Applicable Rate</th>
<th>Documents required (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>a) Copy of relevant registration documents; b) Self-declaration that the mutual fund is governed by the provisions of Section 10 (23D) of the IT Act; and c) PAN.</td>
<td></td>
</tr>
</tbody>
</table>

**Alternative Investment Fund (AIF) established in India:**

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Applicable Rate</th>
<th>Documents required (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>A) Copy of registration documents; b) Self-declaration that its income is exempt under Section 10 (23FBA) of the IT Act and AIF is established as Category I or Category II AIF under the SEBI Regulations; and c) PAN.</td>
<td></td>
</tr>
</tbody>
</table>

### For Non-Resident Members:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Applicable Rate</th>
<th>Documents required (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Foreign Institutional Investors (FIs)/Foreign Portfolio Investors (FPIs)</td>
<td>20% (plus applicable surcharge and cess) (subject to applicable tax treaty)</td>
<td>a) Copy of Tax Residency Certificate (“TRC”) for the financial year 2022-23 obtained from the revenue authorities of the country of residence; b) Form 10F for financial year 2022-23; c) Declaration regarding Tax residency and Beneficial ownership of shares; d) Self-declaration for not having Permanent Establishment in India in accordance with the applicable Tax Treaty; e) PAN; f) Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable; and g) In case, member is resident of Singapore, documentary evidence of satisfaction of Article 24 of India-Singapore DTAA. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the members.</td>
</tr>
<tr>
<td>b. Other Non-Resident Members</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) (collectively referred to as “the Circulars”) and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing facility of electronic voting (“e-voting”) to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.

2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

3. The Cut-off Date for determining the eligibility of members for voting through remote e-voting and e-voting at the AGM is Wednesday, July 27, 2022. The remote e-voting period commences on Friday, July 29, 2022 (09.00 a.m. IST) and ends on Tuesday, August 2, 2022 (05.00 p.m. IST). During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Wednesday, July 27, 2022, may cast their vote by remote e-voting. The remote e-voting shall be disabled by NSDL after the remote e-voting period ends. Once the vote is cast, the member shall not be allowed to change it subsequently.

4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting facility.

5. Any person holding shares in physical form and non-individual members, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, July 27, 2022, may obtain the login ID and password by sending a request to evoting@nsdl.co.in or in issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll-free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, July 27, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”.

6. The voting rights of members shall be in proportion to the number of shares held by the member as on the Cut-off Date, i.e. Wednesday, July 27, 2022.

7. The process and manner for remote e-voting are as under:

**How do I vote electronically using NSDL e-voting system?**

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-voting system**

A) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

In terms of SEBI Circular No. SEBI/HO/CD/P1/20/2020 dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.
Login method for individual shareholders holding securities in demat mode is given below:

<table>
<thead>
<tr>
<th>Type of shareholders</th>
<th>Login Method</th>
</tr>
</thead>
</table>
| Individual shareholders holding securities in demat mode with NSDL | 1. Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDAEAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-voting” under e-voting menu and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDEAS e-Services, option to register is also available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IDAEASDirectReg.jsp

3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication you will be re-directed to NSDL Depository website wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on App Store and Google Play

| Individual shareholders holding securities in demat mode with CDSL | 1. Existing users who have opted for Easy/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easy/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easy/Easiest the user will also be able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.

3. If the user is not registered for Easy/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

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

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

<table>
<thead>
<tr>
<th>Login type</th>
<th>Helpdesk details</th>
</tr>
</thead>
</table>
| Individual shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

| B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode | 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

2. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. After successful authentication you will be re-directed to NSDL Depository website wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

4. Your User ID details are given below:

| Type of holding shares (i.e. Demat NSDL or CDSL) or Physical | Your User ID is:
|---------------------------------------------------------------|-------------------|
| a) For members who hold shares in demat account with NSDL | IDEAS (16 Digit DP ID followed by 8 Digit Client ID)
| For example, if your DP ID is IN300*** and Client ID is 12******** then your User ID is IN300***12********
| b) For members who hold shares in demat account with CDSL | NSDL (12 Digit Beneficiary ID)
| For example, if your Beneficiary ID is 12*********** then your User ID is 12**********
| c) For members holding shares in Physical Form | Even Number followed by Four Number registered with the company.
| For example, if folio number is 000*** and EVEN is 10456 then user ID is 10456000***

5. Password details for shareholders other than individual shareholders are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and can cast your vote.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you will need to use this ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox, open the e-mail and open the attachment i.e. .pdf file. Open the .pdf file. The password in the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered:

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

a. Click on “Forgot User Details/Password”? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

b. “Physical User Reset Password”? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c. If you are still unable to get the password by aforementioned two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status after login.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Name/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 40 or send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, National Securities Depository Limited, Trade World, 8th Wing, 4th Floor, Kamata Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail ID: evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means. Members who need assistance before or during the AGM, can also contact on the above-mentioned details.

3. The Board has appointed Tapanvati Bhave, Proprietor, J. B. Bhave & Co., Practising Company Secretaries (Membership No. – F4268), as the Scrutinizer to scrutinize e-voting process in a fair and transparent manner.

4. The Chairman will, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the AGM and who have not cast their votes by availing the remote e-voting facility.

5. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by her, within two working days (not exceeding 3 days) from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

6. The results declared along the report of the Scrutinizer shall be placed on the website of the Company at www.birlasoft.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by her in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to punetlinkinitie@ birlasoft.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.co.in. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

3. Alternatively, shareholder-members may send a request to vikas.jadhav@birlasoft.com for procuring User ID and Password for a voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

Instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The helpline details of the persons who may be contacted by the member needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM facility through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of “VC/ OAVM” link placed under “Join General Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the AGM through laptops for better experience.

3. Further, members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.

4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Facility to join the AGM through VC/OAVM shall be opened 20 (twenty) minutes before the scheduled time of the AGM and will be kept open for the members throughout the proceedings of the AGM, on first-come-first-served basis principle.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/folio numbers, PAN, mobile number at vikas.jadhav@birlasoft.com from Wednesday, July 20, 2022 (09:00 a.m. IST) to Wednesday, July 27, 2022 (05:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.