

birlasoft

CK BIRLA GROUP

BIRLASOFT LIMITED

(formerly KPIT Technologies Limited)

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC, Hinjawadi, Pune – 411057.

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CIN: L72200PN1990PLC059594 Website: www.birlasoft.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (“SEBI SBEB Regulations”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) of the Act or Rules or SEBI SBEB Regulations or Listing Regulations, as the case may be, for the time being in force) that the Special Resolutions as set out in this Postal Ballot Notice (‘Notice’) are proposed to be passed by the Members of Birlasoft Limited (‘the Company’) by means of Postal Ballot including Electronic Voting (‘e-voting’). The explanatory statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) along with a Postal Ballot Form is also attached with this Notice.

The Board of Directors of the Company has appointed Mr. Jayavant Bhavé, Proprietor, J. B. Bhavé & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process including e-voting in a fair and transparent manner.

You are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions that form part of this Notice and return the Form in original duly filled and signed (at the marked places in the Postal Ballot Form) indicating your assent (FOR) or dissent (AGAINST) for the said resolutions.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules and the Listing Regulations, the Company is pleased to extend e-voting facility as an alternative, to enable the Members to cast their votes electronically instead of through the Postal Ballot Form(s). For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited (‘NSDL’). Members have the option to vote either by means of physical Postal Ballot Form or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot Form are requested to carefully read the instructions given in this Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than 5:00 p.m. (IST) on Thursday, October 3, 2019, at Link Intime India Private Limited (Unit: Birlasoft Limited) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083.

Postal Ballot Forms received after 5:00 p.m. (IST) on Thursday, October 3, 2019 will be strictly treated as reply from the concerned Member has not been received. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form to the scrutinizer.

After completion of scrutiny of the Postal Ballot Forms and e-voting, the Scrutinizer will submit his report to the Chairman or CEO & Managing Director or any other authorized officer of the Company. The results of the voting conducted through Postal Ballot (including e-voting) will be announced on or before Saturday, October 5, 2019, at the Registered Office at 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC, Hinjawadi, Pune – 411057 (‘Registered Office’), of the Company and also by placing the same along with the Scrutinizer’s Report on the Company’s website, www.birlasoft.com, as well as on NSDL’s website, www.evoting.nsdl.com. The results will simultaneously be communicated to the stock exchanges where the shares of the Company are listed.

PROPOSED RESOLUTIONS:

1. Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company.

To consider and to give assent / dissent for passing 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 Debenture) Rules, 2014 read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (the “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Foreign Exchange Management Act, 1999, (“FEMA”) (including any statutory amendment, modification(s) or re-enactment of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or government authority and subject to such approvals, consents, permissions and sanctions, 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 be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee or any other committee which the Board may constitute/designate to act as the ‘Compensation Committee’ under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to introduce and implement the ‘Birlasoft Share Incentive Plan-2019’ (the “**Birlasoft Plan**”) the salient features of which are furnished in the explanatory statement annexed hereto .

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are permanent employees of the Company, whether working in India or outside India, and/or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the Birlasoft Plan but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee Stock Options ("Options") and Restricted Stock Units ("RSUs") not exceeding 1,23,62,500 (One Crore Twenty Three Lakhs Sixty Two Thousand and Five Hundred Only) convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of Birlasoft Plan as per applicable law), at such price and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, SEBI SBEB Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to create, offer, issue and allot at any time, 1,23,62,500 (One Crore Twenty Three Lakhs Sixty Two Thousand and Five Hundred Only) equity shares of Rs. 2/- (Rupees Two) each (the "Equity Shares") (or such other number adjusted for change in capital structure or corporate actions in terms of Birlasoft Plan as per applicable law), upon exercise of Options/RSUs at such price, in one or more tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Birlasoft Plan on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Options/RSUs shall lapse and to grant such number of Options/RSUs, to such employees and Directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the Birlasoft Plan and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Birlasoft Plan from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Birlasoft Plan, as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Options/RSUs and/or the shares to be allotted upon exercise of Options/RSUs shall be reasonably adjusted in accordance with the provisions of the Birlasoft Plan and in case of sub-division or consolidation of shares then 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 Rs. 2/- (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 Options/RSUs under the Birlasoft Plan.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Options/RSUs, shall rank *pari-passu* in all respect 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 the Birlasoft Plan, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEB Regulations, Listing Regulations and other applicable laws unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted Options/RSUs under the Birlasoft Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the Birlasoft Plan on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Birlasoft Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Birlasoft Plan, 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 the end and intent that the Members 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 Birlasoft Plan 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 all or any of the powers conferred herein, to any committee of Board of Directors or to any Key Managerial Personnel, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

2. Extension of the Birlasoft Share Incentive Plan–2019 to the employees of the subsidiary company(ies), if any, of the Company

To consider and to give assent/dissent for passing 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 Debenture) Rules, 2014, read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (the "SEBI SBEB Regulations"), the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment, modification(s) or re-enactment of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modification 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 be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee or any other committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to extend the benefit of the 'Birlasoft Share Incentive Plan -2019' (the "**Birlasoft Plan**") to or for the benefit of such person(s) who are permanent employees of subsidiary company(ies), if any, of the Company, whether working in India or outside India, and the future subsidiary companies of the Company, if any, and/or to the Directors of the Subsidiary Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the Birlasoft Plan but excluding employees who are promoters or persons belonging to the promoter group and 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.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are permanent employees of subsidiary companies, if any, of the Company, whether working in India or outside India, and the future subsidiary companies of the Company, if any, and/or to the Directors of the Subsidiary Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the Birlasoft Plan but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee Stock Options (Options") and Restricted Stock Units ("RSUs") not exceeding 1,23,62,500 (One Crore Twenty Three Lakhs Sixty Two Thousand and Five Hundred Only) convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of Birlasoft Plan as per applicable law), at such price and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, SEBI SBEB Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to create, offer, issue and allot at any time, 1,23,62,500 (One Crore Twenty Three Lakhs Sixty Two Thousand and Five Hundred Only) equity shares of Rs. 2/- (Rupees Two) each (the "Equity Shares") (or such other number adjusted for change in capital structure or corporate actions in terms of Birlasoft Plan as per applicable law), upon exercise of Options/RSUs at such price, in one or more tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Birlasoft Plan on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Options/RSUs shall lapse and to grant such number of Options/RSUs, to such employees and Directors of the Subsidiary Company, at par or at such other price, at such time and on such terms and conditions as set out in the Birlasoft Plan and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Birlasoft Plan from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Birlasoft Plan, as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Options/RSUs and/or the shares to be allotted upon exercise of Options/RSUs shall be reasonably adjusted in accordance with the provisions of the Birlasoft Plan and in case of sub-division or consolidation of shares then 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 Rs. 2/- (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 Options/RSUs under the Birlasoft Plan.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Options/RSUs, shall rank *pari-passu* in all respect 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 the Birlasoft Plan, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEB Regulations, Listing Regulations and other applicable laws

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the Birlasoft Plan on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Birlasoft Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Birlasoft Plan, 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 the end and intent that the Members 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 Birlasoft Plan 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 all or any of the powers conferred herein, to any committee of Board of Directors or to any Key Managerial Personnel, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

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

Sneha Padve
Company Secretary

New Delhi
August 12, 2019

NOTES:

1. The Explanatory Statement for the proposed special resolutions, pursuant to Section 102, read with Section 110 of the Act, is appended to the Notice.
2. A copy of this Notice has been placed on the website of the Company www.birlasoft.com.
3. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL.
4. The Postal Ballot Notice along with the Postal Ballot form is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, August 23, 2019 (“Cut Off Date”). The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered by them with the depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, August 23, 2019 will be considered for the purpose of voting.
6. **Members who have received the Postal Ballot Notice by e-mail and wish to vote through Physical Form may download the Postal Ballot Form along with instructions and manner of e-voting process from the Company's website, www.birlasoft.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer at Link Intime India Private Limited (Unit: Birlasoft Limited) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083, so as to reach on or before 5:00 p.m. (IST) on Thursday, October 3, 2019.**
7. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority/letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5:00 p.m. (IST) on Thursday, October 3, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any Postal Ballot received after 5:00 p.m. (IST) on Thursday, October 3, 2019, will be strictly treated as no reply was received from the concerned Member.
9. The Board of Directors of the Company has appointed Mr. Jayavant Bhawe, Proprietor, J.B. Bhawe & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process including e-voting in a fair and transparent manner.
10. The e-voting period commences on Wednesday, September 4, 2019, at 9.00 a.m. and ends on Thursday, October 3, 2019 at 5.00 p.m. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, August 23, 2019, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. Please follow all the steps below, to cast your vote.
 - a. As per the Rules, Notice of the Postal Ballot may be served on the Members through electronic transmission. Notice of Postal Ballot and Postal Ballot Form are being sent electronically to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s). In respect of others, these documents are being sent by permitted mode of dispatch.

- b. Kindly note that the Members can opt for only one mode of voting i.e. either physical Postal Ballot Form or e-voting. If you are opting for e-voting, please do not vote by physical Postal Ballot Form and vice versa. However, in case a Member casts his vote by physical Postal Ballot Form and also by e-voting, voting done by valid e-voting shall prevail and voting done through Postal Ballot Form will be treated as invalid.
- c. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting/e-voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members of the Company as on the Cut-off Date.
- d. The scrutinizer's decision on validity of the Postal Ballot shall be final.
- e. The scrutinizer will submit his report after completion of scrutiny of Postal Ballot Forms and e-voting, to the Chairman or CEO & Managing Director or any other authorized officer of the Company, who will declare the results of voting by Postal Ballot on or before **Saturday, October 5, 2019**, at the Registered Office of the Company.

The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.birlasoft.com as well as on the NSDL website, www.evoting.nsdl.com

- f. The resolutions will be taken as passed effectively on the last date of receipt of Postal Ballot Forms/e-voting i.e. Thursday, October 3, 2019, if the results of the Postal Ballot indicate that the requisite majority of the Members of the Company have assented to the resolutions.

12. Instructions for Members for voting electronically are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- 3. Select “EVEN” of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

- 1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jbbhave@gmail.com. Please mention the e-mail ID of Scrutinizer with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH SECTION 110 OF THE ACT:

Items 1 and 2:

In today's competitive world, the employees of a Company are its most important resource and asset. Your Company fully recognizes the same and therefore, wants its employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Companies, if any, for their continuous hard work, dedication and support, which has led the Company and its Subsidiary Company(ies) on the growth path. To this end, the Company intends to grant its selected employees Employees' Stock Options ("**Options**")/Restrictive Stock Units ("**RSUs**"), with a view to attract and retain key talents working with the Company and its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

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 to act as the compensation Committee ("Remuneration Committee") under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations")) has proposed 'Birlasoft Share Incentive Plan -2019' ("**Birlasoft Plan**"). The Birlasoft Plan has been formulated in accordance with the SEBI SBEB Regulations. The terms and broad framework of the Birlasoft Plan has been approved by the Board of Directors of the Company through a resolution dated August 12, 2019.

Under the Birlasoft Plan, the eligible employees shall be granted Options and RSUs in the form of options which will be exercisable into equity shares of Rs. 2/- (Rupees Two) each of the Company (the "Equity Shares"). The maximum number of Equity Shares to be issued and allotted under the Birlasoft Plan shall be limited to 1,23,62,500 (One Crore Twenty Three Lakhs Sixty Two Thousand and Five Hundred Only) Equity Shares of the Company representing approximately 4.5% of the current paid-up equity shares of the Company.

The Birlasoft Plan will be administered by the Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 (the "Act").

The salient features, relevant disclosures and details of the Birlasoft Plan are as follows:

a. Brief description of the Birlasoft Plan

This proposed plan called the "Birlasoft Share Incentive Plan-2019" ("**Birlasoft Plan**") provides alternatives to the Company to grant incentives to eligible employees (as selected by the Nomination and Remuneration Committee/Compensation Committee) Options/RSUs and subject to applicable law and terms and conditions of Birlasoft Plan, the eligible employees shall be entitled to receive Equity Shares upon fulfilment of those conditions as is determined by the Nomination and Remuneration Committee/Compensation Committee.

Thus, the incentives are intended to reward the eligible employees for their performance and to motivate them to contribute to the growth and profitability of the Company. The objectives of the Plan are:

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 appropriate human talent in the employment of the Company; 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 Options/RSUs to be granted

The total number of Options/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 1,23,62,500 (One Crore Twenty Three Lakhs Sixty Two Thousand and Five Hundred Only) equity shares of Rs. 2/- each (Rupees Two) (the "**Equity Shares**") being approximately 4.5 % of the paid-up equity shares of the Company. Upon exercise, each Option/RSUs entitles the relevant grantee to one Equity Share (i.e. one Option/RSUs will entitle the grantee to one Equity Share).

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Options/RSUs and/or the shares to be allotted upon exercise of Options/RSUs shall be reasonably adjusted as per the provisions of the Birlasoft Plan and in case of sub-division or consolidation of shares then 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 Rs. 2/- (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 eligible employees who have been granted Options/RSUs under the Birlasoft Plan.

Options/RSUs not vested due to non-fulfilment of the vesting conditions, vested Options/RSUs which the grantees expressly refuse to exercise, Options/RSUs (vested and not exercised and unvested) which have been surrendered and any Options/RSUs granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Options/RSUs or the underlying Equity Shares will be available for grant under the present Birlasoft Plan or under a new scheme, subject to compliance with applicable laws.

c. Identification of classes of employees entitled to participate in the Birlasoft Plan

Following classes of employees, shall be eligible to participate in the Birlasoft Plan:

- (a) A permanent employee of the Company, working in India or outside India;
- (b) Directors of the Company whether whole time or not but excluding an Independent Director; or
- (c) an employee as defined in (i) or (ii) above of a subsidiary (future subsidiary, if any), in India or outside India.

Following persons are not entitled to participate in the Birlasoft Plan:

- (a) an employee who is a promoter or a person belonging to the promoter Group; or
- (b) a Director who either himself/herself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

The eligibility of an employee shall be determined by the Remuneration Committee as per the eligibility criteria as may be determined by the Board/Remuneration Committee.

d. Requirements of vesting, period of vesting and maximum period within which the Options/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 Options/RSUs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options/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 Options/RSUs granted would vest will be subject to the minimum and maximum vesting period as specified below.

Vesting period for Options/RSUs: The Options/RSUs would vest not earlier than one year or such time period as may be prescribed under the Applicable Law including but not limited to SEBI (SBEB) Regulations. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options/RSUs would vest) would be determined by the Remuneration Committee. The Options/RSUs granted under the Birlasoft Plan may vest in one or more tranches.

e. Exercise price or pricing formula

Subject to SEBI SBEB Regulations and other applicable laws, if any,

- (i) the exercise price for Options shall be equivalent to the prevailing market price of the Shares provided that the Remuneration Committee may, in its sole discretion, discount the Exercise Price by up to 20% (twenty per cent) of the market price, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the exercise price shall not be less than the face value of the Shares;
- (ii) the Exercise price for RSUs shall be decided by the Remuneration Committee as it may deem appropriate in conformity with the applicable accounting policies, if any and in no circumstances, the Exercise Price shall be not be less than the face value of the Shares of the Company

Market Price will be the latest available closing price on an Indian Recognized Stock Exchange having higher trading volume on which the Shares of the Company are listed on the date immediately prior to the date on which the Options are granted by the Remuneration Committee to the employees. Exercise Price will be intimated to the Option/RSU holder through the grant letter/award agreement. The exercise price shall be subject to any fair and reasonable adjustments that may be made on account of change in Capital Structure or corporate actions of the Company in order to comply with the applicable laws.

f. Exercise period and the process of exercise

Exercise period would commence from the vesting date and would expire not later than four years from the date of vesting of Options/RSUs or such other period as may be decided by the Remuneration Committee. If the Options/RSUs are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Option/RSU holder towards such lapsed Options/RSUs.

An employee may exercise the vested Options/RSUs within the exercise period by submitting a written 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 the Birlasoft Plan to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

h. Maximum number of Options/RSUs to be issued per employee and in aggregate

The maximum number of Options/RSUs to be granted to any eligible employee shall be decided by the Board or Remuneration Committee. However, the number of Options/RSUs that may be granted to a single eligible employee, under the Birlasoft Plan during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of Options/RSUs (which shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company from time to time). The aggregate of all such Options/RSUs shall not result into more than 1,23,62,500 (One Crore Twenty Three Lakhs Sixty Two Thousand and Five Hundred Only) Equity Shares at any time which shall be adjusted in lieu of corporate actions, adjustments/re-organisation of capital structure of the Company from time to time.

i. Maximum quantum of benefits to be provided per employee under the Birlasoft Plan

The maximum quantum of benefits underlying the Options/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 Options/RSUs, on the basis of difference between the Option/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 the Birlasoft Plan is to be implemented and administered directly by the Company or through a trust

The Company shall directly implement and administer the Birlasoft Plan through the Board /the Remuneration Committee.

l. Whether the Birlasoft Plan involves new issue of Equity Shares by the Company or secondary acquisition or both

Birlasoft Plan contemplates only issue of new shares by the Company.

m. The amount of loan to be provided for implementation of Birlasoft Plan by the Company to the trust, its tenure, utilisation, repayment terms, etc.

The Company will not create a trust for the implementation of Birlasoft Plan.

n. Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the Birlasoft Plan

Not applicable.

o. Method of Options'/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 Options/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 employee compensation cost 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 Options/RSUs

The Options/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 Option/RSU holder while in employment, the right to exercise all the Options/RSUs granted to him till such date shall vest in the legal heir(s) or nominee(s) of such Option/RSU holder, in accordance with the provisions of the Birlasoft Plan.

q. The conditions under which Options/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 options in the event of a proposed termination of employment or resignation of employee

If an Option/RSU holder's employment is terminated with the Company for 'Cause' (as specified in the Birlasoft Plan (cause includes acts such as e.g. misconduct, fraud, misrepresentation etc. as detailed in the Birlasoft Plan), then all the vested options (but not exercised) and unvested options shall lapse and be cancelled forthwith. The Company shall not have any obligation towards such lapsed Options/RSUs.

If an Option/RSU holder's employment is terminated with the Company for any other reasons other than the 'Cause' (as specified in the Birlasoft Plan), then all the unvested Options/RSUs shall lapse on the date of termination/resignation/superannuation of the employee. As regards the vested Options/RSUs, the Option/RSU holder shall be entitled to exercise the vested Options/RSUs within 3 (three) months from the date of termination/resignation/superannuation, failing which such vested Options/RSUs shall lapse and be cancelled forthwith. There shall be no further obligation of the Company towards the Option/RSU holder with regard to lapsed Options/RSUs.

r. Disclosure and accounting policies

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

s. Other Terms

The Board or Remuneration Committee shall have the absolute authority to vary or modify the terms of the Birlasoft Plan in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted Options/RSUs under the Birlasoft Plan.

Regulation 6(1) of SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the Members of the Company by passing a special resolution in a general meeting. Further, as Birlasoft Plan entails further issue of shares, consent of the Members is required by way of a special resolution pursuant to Section 62(1)(b) of the Act. Accordingly, the Special Resolution set out at Item No. 1 of this Notice is proposed for approval by the members.

As per Regulation 6(3) 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 any. Accordingly, the Special Resolution set out at Item No. 2 of this Notice is proposed for approval by Members.

The Options/RSUs to be granted under the Birlasoft Plan shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The Birlasoft Plan conforms to the SEBI SBEB Regulations.

Directors/Key Managerial Personnel of the Company/their relatives who may be granted Options/RSUs under Birlasoft Plan may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 1 and 2 of this Postal Ballot 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 Resolutions.

All the material documents, referred to in the Notice, including the copy of Birlasoft Plan, is available for inspection by the Members at the registered office of the Company (copies thereof will also be available for inspection) between 11:00 a.m. to 1:00 p.m. on all working days (except Saturdays and Sundays), upto and including the last date of voting on the Postal Ballot.

The Board recommends Special Resolutions mentioned in item nos 1 and 2 of the Notice for approval of the Members of the Company.

**BIRLASOFT LIMITED**

(formerly KPIT Technologies Limited)

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC,
Hinjawadi, Pune – 411057, India.

Tel.: +91-20-66525000 | Fax: +91-20-66525001 | Email: contactus@birlasoft.com | Website: www.birlasoft.com

CIN: L72200PN1990PLC059594

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

1.	Name & Registered Address of the sole/first named Shareholder	
2.	Name(s) of the joint Shareholder, if any	
3.	Registered Folio No./DP ID & Client ID	
4.	No. of shares held	

I/We hereby exercise my/our vote in respect of the Special resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice dated August 12, 2019 issued by the Company by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:

Item No.	Description of the Resolutions	No. of Equity Share(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company.			
2.	Approval for Extension of the Birlasoft Share Incentive Plan-2019 to the employees of the Holding Company and Subsidiary Company(ies), if any, of the Company.			

Place:

Date:

(Signature of the Member/Authorised Representative)

ELECTRONIC VOTING PARTICULARS

E-voting facility is available at the <https://www.evoting.nsdl.com/> from Wednesday, September 4, 2019 (9:00 a.m. IST) to Thursday, October 3, 2019 (5:00 p.m. IST). The electronic voting particulars are set out as follows:

Even (E-voting Event Number)	User ID	Password/ PIN

NOTE:

1. Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form.
2. The last date of receipt of Postal Ballot forms by the Scrutinizer is Thursday, October 3, 2019 upto 5:00 p.m.(IST).

GENERAL INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted). The duly completed Postal Ballot Form should reach the Scrutinizer, in the enclosed pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by the courier or registered/speed post at the expense of the Member will also be accepted.
2. This form should be completed and signed by the Member/Authorised Representative (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Consent must be accorded by placing a tick mark [v] in the column, 'I assent to the resolution' or dissent must be accorded by placing a tick mark [v] in the column, 'I dissent to the resolution'.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. (IST) on Thursday, October 3, 2019. All Postal Ballot Forms received after this date and time will be treated as if reply from such member(s) has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter, along with attested specimen signature(s) of the duly authorized signatory(ies) who is authorised to vote, failing which the Postal Ballot Form will be treated as invalid.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.00 p.m. (IST) on Thursday, October 3, 2019.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on cut-off date i.e. Friday, August 23, 2019.
9. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The exercise of vote under postal ballot process is not permitted through proxy.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

The results of voting by Postal Ballot (i.e. through the Postal Ballot Forms and remote e-Voting) will be declared not later than 48 hours of conclusion of the voting i.e. on or before Saturday, October 5, 2019, through Postal Ballot by the Chairman or CEO & Managing Director or any other person of the Company, authorized by her at the Registered Office at 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC, Hinjawadi, Pune – 411057. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company. The results shall be communicated to the Stock Exchanges (BSE Limited and National Stock Exchange of India Limited) and the same along with the Scrutinizer's Report will be displayed on the Company's website www.birlasoft.com as well as on NSDL website www.evoting.nsdl.com .

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for e-voting is a part of the Postal Ballot Notice. If the voting rights are exercised through e-

voting, there is no need to use the Postal Ballot Form. In case the members cast their vote by physical Postal Ballot as well as e-voting, then the voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.

A Postal Ballot Form shall be considered invalid if:

1. A form other than one issued by the Company has been used;
2. It has not been signed by or on behalf of the member of the Company;
3. Signature on the Postal Ballot Form does not match the specimen signatures of the member available with the Company;
4. It is not possible to determine without any doubt the assent or dissent of the Member;
5. Neither assent nor dissent is mentioned;
6. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
7. The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
8. The Postal Ballot Form, signed in representative capacity, is not accompanied by a certified true copy of the relevant specific Authority;
9. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
10. A Member has made any amendment to resolution or imposed any condition while exercising his vote.