TENDER FORMS
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)

Bid Number:  
Date:  Thursday, August 11, 2022  
BUYBACK CLOSURES ON: Friday, August 26, 2022

For Registrar use

<table>
<thead>
<tr>
<th>Inward No.</th>
<th>Date</th>
<th>Stamp</th>
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Status (please tick appropriate box)

<table>
<thead>
<tr>
<th>Individual</th>
<th>Foreign Co</th>
<th>Insurance Co</th>
</tr>
</thead>
<tbody>
<tr>
<td>FII/FPI</td>
<td>NRI/OCB</td>
<td>FPCI</td>
</tr>
</tbody>
</table>

Body Corporate

Bank/FI

Pension/PF

VCF

Partnership/LLP

Others (Specify)

India Tax Residency Status: Please tick appropriate box

<table>
<thead>
<tr>
<th>Resident in India</th>
<th>Non-Resident in India</th>
<th>Resident of (Shareholder to fill country of residence)</th>
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Route of Investment (For NR Shareholders only)

<table>
<thead>
<tr>
<th>Portfolio Investment Scheme</th>
<th>Foreign Investment Scheme</th>
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To,
The Board of Directors,
Birlasoft Limited
C/o. Link Intime India Private Limited
C 101, 1st Floor, 247 Park, L B S Marg,
Vikhroli West, Mumbai – 400 083,
Maharashtra, India
Tel: +91 22 4918 6200; Fax: +91 22 4918 6195

Dear Sir/Madam,

Sub: Letter of Offer dated July 30, 2022 in relation to the buyback of not exceeding 7,800,000 (seven million eight hundred thousand only) Equity Shares of Birlasoft Limited (hereinafter referred as “the Company”) at a price of INR 500 (Indian Rupees five hundred only) per Equity Share (“Buyback Price”); payable in cash (the “Buyback”)

1. I / We (having read and understood the Letter of Offer dated July 30, 2022 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.

2. I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.

3. I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.

4. I / We declare that there are no restraints / injunctions or other order(s) / covenants of any nature which limits / restricts in any manner my / our right to tender Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.

5. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.

6. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

7. I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.

8. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.

9. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and the extant applicable foreign exchange regulations.

10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations and any other applicable laws.

11. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

12. I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

13. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FII) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., “Birlasoft Limited” and the price at which the Equity Shares are being transferred i.e., “Price determined in accordance with the Buyback Regulations” duly signed by the Shareholder and his/its duly appointed agent and in the latter case, also enclose the power of attorney.

14. Details of Equity Shares held and tendered / offered for Buyback:

<table>
<thead>
<tr>
<th>Particulars</th>
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<th>In Words</th>
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<td></td>
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<tr>
<td>Number of Equity Shares Entitled for Buyback (Buyback Entitlement)</td>
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<tr>
<td>Number of Equity Shares offered for Buyback (Including Additional Shares, if any)</td>
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Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder on the Record Date shall not be considered for the purpose of Acceptance.

15. I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.

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ACKNOWLEDGMENT SLIP: Birlasoft Limited – Buyback Offer
(To be filled by the Eligible Shareholder) (Subject to verification)

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<tr>
<th>DP ID</th>
<th>Client ID</th>
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Received from Mr./Ms. [ ]

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) (in words) Stamp of Stock Broker
16. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable) | NSDL | CDSL
---|---|---
Name of the Depository Participant |  |
DP ID |  |
Client ID No. with the DP |  |

17. Equity Shareholders Details:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>First/Sole Holder</th>
<th>Joint Holder 1</th>
<th>Joint Holder 2</th>
<th>Joint Holder 3</th>
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<tbody>
<tr>
<td>Full Name(s) Of the Holder</td>
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<tr>
<td>Signature(s)*</td>
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<tr>
<td>PAN</td>
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<tr>
<td>Address of the Sole/First Equity Shareholder</td>
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<tr>
<td>Telephone No. of Sole/First Equ</td>
<td>Email ID of Sole/First Equity Shareholder</td>
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*Non-individual Shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted.

18. Applicable for all Non-Resident Shareholders only:
- I / We undertake to pay income taxes in India on any income arising on such Buyback in accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed thereunder, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Buyback will open on August 11, 2022 and close on August 26, 2022.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback offer.
4. Eligible-Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer) only post placing the bid via the Seller Member.
5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company registered as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
6. The Buyback shall be rejected for Shareholders in case of receipt of the completed Tender Form and other documents, but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.
7. The shares in the Offer would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder (ii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
8. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback Offer, in accordance with the Buyback Regulations.
9. Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their Entitlement in whole or in part or in excess of their Entitlement, but not exceeding their holding as on Record Date.
10. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer.
11. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
12. By agreeing to participate in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
13. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed thereunder, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
14. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
15. Eligible Sellers have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as ‘Buyback’, ISIN, Quantity of shares and CMBP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer.
16. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line.

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre: Birlasoft Limited - Buyback offer
Link Intime India Private Limited
C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli-West, Mumbai – 400 083,
Maharashtra, India

Contact Person: Mr. Sumeet Deshpande; Tel: +91 22 4918 6200; Fax: +91 22 4918 6195;
E-mail: birlasoft.buyback2022@linkintime.co.in; Website www.linkintime.co.in;
SEBI Registration Number: INR000004058, CIN: U67190MH1999PTC118368