

# birlasoft

## BIRLASOFT LIMITED

CIN: L72200PN1990PLC059594

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

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## NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of Birlasoft Limited will be held on Thursday, July 27, 2023, at 02:30 p.m. Indian Standard Time (“IST”), through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility, to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of audited Financial Statements – Standalone

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports 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, 2023, together with the report of the Auditors thereon; 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 for the financial year ended March 31, 2023, together with the report of 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 ₹ 2/- (100%) per equity share of face value of ₹ 2/- each, for the financial year ended March 31, 2023; 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, 2023, approved by the Board of Directors at their meeting held on October 21, 2022, and paid, be and is hereby noted and confirmed.

**RESOLVED FURTHER THAT** in terms of the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for declaration and payment of final dividend for the financial year ended March 31, 2023 at the rate of ₹ 2/- (100%) per equity share of face value of ₹ 2/- each, to be paid to those Members whose names appear on the Company’s Register of Members, as on the Record Date.”

#### 4. Re-appointment of Chandrakant Birla as a Director liable to retire by rotation

To re-appoint Chandrakant Birla (DIN: 00118473), 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, Chandrakant Birla (DIN: 00118473), 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. Appointment of M/s. S R B C & Co LLP, Chartered Accountants (Registration No. 324982E/E300003) as Statutory Auditors of the Company and to fix their remuneration

To appoint M/s. S R B C & Co LLP, Chartered Accountants as Statutory Auditors of the Company for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028 on such remuneration as may be mutually agreed by and between the Board of Directors of the Company and the Auditor of the Company; 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S R B C & Co LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028, at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** any one Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

### SPECIAL BUSINESS

**6. To approve commission be paid to the Non-Executive Directors of the Company, for a period of five years commencing from the financial year 2024-25**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder and applicable provisions of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the "Board"), approval of the Members of the Company be and is hereby accorded for payment of commission for a period of five years from the financial year 2024-25, to any one or more or all of the existing Non-Executive Directors ("NEDs") of the Company or NEDs to be appointed in future, of such an aggregate amount not exceeding 1% (one percent) of the net profits of the Company for the relevant financial year, computed in the manner laid down under Section 198 of the Act, as may be determined by the Board and distributed between the NEDs in such amounts or proportions and in such manner as the Board may, from time to time, decide.

**RESOLVED FURTHER THAT** any one Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution."

By order of the Board of Directors  
**For Birlasoft Limited**

Pune  
May 8, 2023

Sneha Padve  
Company Secretary  
Membership Number: A9678

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), is annexed hereto.
2. The relevant details, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Annual General Meeting (the "AGM") are also annexed hereto.
3. Pursuant to General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI") and other circulars issued 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 is being conducted through 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 2022-23, including Financial Statements (along with Board's Report, Auditor's Reports or other documents required to be attached 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 2022-23 are also available on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings>, websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM. Hence, 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.
8. The Company has fixed **Friday, July 14, 2023**, as the "**Record Date**" for determining eligibility of the Members to receive final dividend for the financial year ended March 31, 2023, if approved at the AGM.
9. The "**Cut-off Date**" for determining eligibility of the Members for the purpose of remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM is **Thursday, July 20, 2023**.
10. Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote through remote e-voting & e-voting at the AGM.
11. Institutional/corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG Format) of its Board or governing body Resolution/ Authority letter, etc. along with attested specimen signature of the duly authorized signatory(ies), authorizing its representative to attend the AGM through VC/OAVM facility on its behalf and to vote through remote e-voting, to the Scrutinizer by e-mail through its registered e-mail ID to [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
12. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Further, all resolutions mentioned in this Notice shall be passed through the facility of remote e-voting and e-voting at the AGM.
13. In case of joint holders attending the AGM through VC/OAVM facility, only such joint holder who is higher in the order of names as per the Register of Members or in the Register of Beneficial Owners maintained by the Depositories will be entitled for e-voting at the AGM.
14. Facility to join the AGM shall be opened 20 (twenty) minutes before the scheduled time of the AGM and shall be kept open for the Members throughout the proceedings of the AGM. The procedure to join the AGM is mentioned in the "Instructions for electronic voting by Members" annexed hereto.
15. The facility of participation at the AGM through VC/OAVM, provided by NSDL, allows participation for 1,000 Members on first-come-first-served basis principle. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis principle.
16. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend

subject to Deduction of Tax at Source (“TDS”) will be made within the statutory time limit of 30 days.

Payment of such dividend shall be made through electronic mode to the Members who have updated their bank account details. In the event the Company is unable to pay dividend to any Member through electronic mode, due to non-registration of the electronic bank mandate, the Company shall dispatch the dividend warrant/bankers’ cheque/demand draft to such Member.

17. In terms of the provisions of the Income-tax Act, 1961, dividend paid or distributed by a Company shall be taxable in the hands of the Members. The Company shall, therefore, be required to deduct TDS at the time of payment of dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of the Member.

As it is important for the Company to receive the relevant information from Members to determine the rate of tax deduction, the Members are requested to furnish relevant documentation in the prescribed manner on the portal of RTA on or before **Friday, July 14, 2023 (06:00 p.m. IST)**. The applicable TDS rate for dividends and documents to be furnished by each category of Members is given in the “Annexure – TDS on Dividend”, annexed hereto. The relevant documents can be uploaded on RTA portal at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

The information given in the said Annexure may not be exhaustive and the Members should evaluate on their own about the category for which they should furnish the documents. In absence of all the relevant documents, the Company shall determine TDS rate based on information available with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form).

Please note that the duly completed & signed documents should be uploaded on the portal of the RTA on or before **Friday, July 14, 2023 (06:00 p.m. IST)**. Ambiguous, incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after the abovementioned date & time.

Members are also requested to update changes in their Residential Status, if any, with the RTA (for shares held in physical form) & the DPs (for shares held in dematerialized form), along with the supporting documents.

If the Permanent Account Number (“PAN”) is not as per the database of the Income-tax portal, it would be considered as an invalid PAN. Further, individual Members are requested to link their Aadhaar number with the PAN.

In case TDS is deducted at a higher rate in the absence of receipt of the specified details/documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return, only in case your valid PAN is registered with the RTA (for shares held in

physical form) and the DPs (for shares held in dematerialized form). No claim shall lie against the Company for such taxes deducted.

Members should note that any document/form not uploaded on the portal will not be considered for the purpose of processing and shall be rejected, therefore, it should be uploaded on the portal only.

Members who have uploaded documents on the portal of the RTA should also forward the originals to the Company subsequently.

All queries with respect to TDS on dividend and submission of relevant documentation should be sent to [tax@birlasoft.com](mailto:tax@birlasoft.com).

Information with respect to the same is also available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info>.

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, PAN, mandates, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialized form; and to the RTA of the Company at Link Intime India Private Limited (Attention - Sandip Pawar) Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001, Telephone: +91-20-26161629, E-mail: [pune@linkintime.co.in](mailto:pune@linkintime.co.in), in case the shares are held by them in physical form.
19. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details, as mandated by SEBI vide its circular no SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, before October 01, 2023, to avoid freezing of their folios:
- **Members holding shares in physical form:** to the Company’s RTA - Link Intime India Private Limited, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the Members for furnishing these details. The formats can be downloaded from RTA’s website [www.linkintime.co.in](http://www.linkintime.co.in) > Resources > Downloads > KYC > Formats for KYC and such formats are also available on the Company’s website at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info>.
  - **Members holding shares in dematerialized form:** to their respective DPs as per the procedure prescribed by them.
20. Members may further note that SEBI vide circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities

certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reportsfilings#Shareholders-info> and also available on the website of the RTA at <https://linkintime.co.in/downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of SEBI LODR and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are therefore advised to dematerialize the shares held by them in physical form.

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 formats, which are available on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info> and also available on the RTA's website at <https://linkintime.co.in/downloads.html>. Members are requested to submit the said details to their respective DP, in case the shares are held in dematerialized form and to the RTA, in case the shares are held in physical form.
22. Members are requested to:
  - quote their Registered Folio number in case of shares in physical form and DP ID and Client 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the respective DPs and holdings should be verified from time to time.
24. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the

AGM, are requested to write to the Company so as to reach them atleast 7 (seven) days before the date of the AGM, through e-mail on [secretarial@birlasoft.com](mailto:secretarial@birlasoft.com). The same will be replied to by the Company, suitably.

25. A certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Plans are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time and in accordance with the resolutions passed by the Members, will be available electronically for inspection by the Members during the AGM.
26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM.
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 [secretarial@birlasoft.com](mailto:secretarial@birlasoft.com).
28. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2014-15, 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, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001, Telephone: +91-20-26161629, E-mail: [pune@linkintime.co.in](mailto:pune@linkintime.co.in).

Members are requested to note that as per Section 124 of the Act, dividend which are not encashed or claimed within 7 (seven) years from the date of transfer of the dividend to the Company's Unpaid Dividend Account, will be transferred to IEPF.

Please note that pursuant to the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ("Rules") as amended from time to time, shares in respect of such dividend will also be transferred to IEPF including all benefits accruing on such shares. The Company has sent out individual communication to the Members whose dividends remain unclaimed for 7 (seven) years and published an advertisement in newspapers, inviting such Members to claim their dividend. The information in respect of such shares is uploaded on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Accordingly, during the year, the Company has transferred an amount of ₹ 1,772,457/- being unclaimed dividend and 5,039 corresponding shares to IEPF, pertaining to the financial year 2014-15.

Members can claim back such dividend and shares including all benefits accruing on such shares from IEPF Authority after following the procedure prescribed in the Rules, by filing Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). As per the Rules, Members can file only one consolidated claim in a financial year.

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 who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. 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 is provided in the "Instructions for electronic voting by Members" which forms part of this Notice. The Board has appointed Jayavant Bhavé - Proprietor of J. B. Bhavé & Co., Company Secretaries (Membership No. – F4266), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Any person who becomes a Member of the Company after the dispatch of this Notice and holding shares as on the Cut-off Date may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), to cast his/her vote. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

**EXPLANATORY STATEMENT**

[Pursuant to the provisions of Section 102 of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**Item No.: 5**

M/s. B S R & Co LLP (Firm Registration No. 101248W/W100022), Chartered Accountants, have been the Statutory Auditors of the Company since their first appointment at the Annual General Meeting of the Company held on July 12, 2013. Pursuant to the provisions of Section 139 (2) of the Companies Act 2013 (the "Act"), read with applicable Rules framed thereunder, the term of the present Statutory Auditors expires at the conclusion of this AGM. The Board of Directors place on record their appreciation for the services rendered by M/s. B S R & Co LLP, Chartered Accountants.

Accordingly, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May 8, 2023, proposed the appointment of M/s. S R B C & Co LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 37<sup>th</sup> AGM to be held in the year 2028.

M/s. S R B C & Co LLP have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Sections 139, 141 and other relevant provisions the Act and the Companies (Audit and Auditors) Rules, 2014.

**Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:**

- The fee proposed to be paid to M/s. S R B C & Co LLP towards statutory audit for financial year 2023-24 shall not exceed ₹ 1.10 crore, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s. S R B C & Co LLP as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

M/s. S R B C & Co LLP ("the Firm") is a Limited Liability Partnership Firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 324982E/E300003. The Firm is part of S. R. Batliboi & Affiliates, a network of firms registered with ICAI. The Firm was established in 2002 with its registered office in Kolkata and has offices across key cities in India. The Firm has a valid Peer Review certificate.

All the network firms including the Firm are primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. They audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 5 of the Notice.

**Item No.: 6**

Section 197 of the Companies Act, 2013, permits payment of remuneration to the Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of Members. Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, authorizes the Board of Directors to recommend all fees and compensation, if any, to the Non-Executive Directors, including Independent Directors and shall require approval of the Members in general meeting.

The Members, at the Annual General Meeting held on August 7, 2019, had approved payment of commission not exceeding 1% of the net profits to Non-Executive Directors of the Company, for a period of five years from the financial year 2019-20. The said approval is valid till FY 2023-24.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and to acknowledge their contribution to the growth of the Company, it is proposed to continue paying commission to the Non-Executive Directors of the Company, every year, for another period of five years starting with the financial year 2024-25, not exceeding 1% of the net profits, based on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Such payment will be in addition to the sitting fees for attending Board/Committee meetings or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board/Committee meetings.

All the Non-Executive Directors of the Company and their respective relatives will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration

that the Non-Executive Directors may be paid pursuant to this resolution.

None of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 6 of the Notice.

#### 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

Particulars	Chandrakant Birla
Director Identification Number	00118473
Age	68 years
Qualification	Bachelor of Arts
Experience (Years)	45
Expertise in specific functional areas	Industrialist having rich business experience in managing diversified industrial enterprises.
Brief resume of the Director	<p>Chandrakant Birla is the Chairman of the CK Birla Group, a large and diversified Indian conglomerate with global presence in three main industry clusters: Technology and Automotive, Home and Building solutions, and Healthcare &amp; Education.</p> <p>Under his leadership, the Group has built enviable capabilities in engineering, technology and healthcare in addition to its core of manufacturing; and continues to be on an ambitious growth path led by world class technology, superior talent and operations excellence. The CK Birla Group takes pride in its enduring partnerships with renowned global companies.</p> <p>He is a keen philanthropist committed to social development; the advancement of Science, Technology, Art and Culture and the preservation of heritage.</p> <p>A brief profile of Chandrakant Birla is provided elsewhere in Annual report.</p>
Date of first appointment	January 15, 2019
Terms and conditions of re-appointment	Re-appointment upon retirement by rotation
Remuneration last drawn	Kindly refer the Corporate Governance Report section of this Annual Report.
Remuneration proposed to be given	<p>Shall be eligible for the following:</p> <ol style="list-style-type: none"> <li>Sitting fees for attending meetings of the Board or committee thereof or for any other purpose whatsoever as may be decided by the Board;</li> <li>Reimbursement of expenses for participation in the Board and other meetings;</li> <li>Profit related commission as may be approved by the Members.</li> </ol>
Number of Board meetings of the Company attended during the year	Kindly refer report on the Corporate Governance annexed to this Annual Report.
Listed entities in which the person holds the directorship and the Membership of Committees of the board along with listed entities from which the person has resigned in the past three years	<ol style="list-style-type: none"> <li>Orient Paper &amp; Industries Limited</li> <li>Orient Cement Limited</li> <li>Orient Electric Limited</li> <li>HIL Limited</li> <li>Orient Electric Limited <ul style="list-style-type: none"> <li>Member of Nomination &amp; Remuneration Committee</li> </ul> </li> <li>Orient Cement Limited <ul style="list-style-type: none"> <li>Member of Nomination &amp; Remuneration Cum Compensation Committee;</li> <li>Member of Implementation Committee;</li> <li>Member of Fund Raising Committee; and</li> <li>Member of Employee Stock Option Allotment Committee.</li> </ul> </li> <li>HIL Limited <ul style="list-style-type: none"> <li>Member of Nomination &amp; Remuneration Cum Compensation Committee</li> </ul> </li> </ol>

Particulars	Chandrakant Birla
Directorships held in other Companies/Branches (as on March 31, 2023)	<ul style="list-style-type: none"> <li>a) National Engineering Industries Limited</li> <li>b) Avtec Limited</li> <li>c) Birla Brothers Pvt. Ltd.</li> <li>d) Neosym Industry Limited</li> <li>e) Birlasoft Inc., U.S.A.</li> <li>f) Birlasoft (UK) Limited, London</li> <li>g) ASS AG, Switzerland</li> </ul>
Memberships/Chairmanships of committees of other Companies	<ul style="list-style-type: none"> <li>a) National Engineering Industries Limited <ul style="list-style-type: none"> <li>• Member of Nomination &amp; Remuneration Committee</li> </ul> </li> <li>b) Birla Brothers Private Limited <ul style="list-style-type: none"> <li>• Member of Nomination &amp; Remuneration Committee</li> </ul> </li> </ul>
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Spouse of Mrs. Amita Birla.

### 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.

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

- i. Twice 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 ₹ 50,000/-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.

Further, as per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 206AA of the IT Act. The Company will be using functionality of the Income-tax department for the above purpose. Provisions will be effective from July 1, 2023. Members may visit <https://www.incometax.gov.in/iec/foportal/> for FAQs issued by Government on PAN and Aadhar linking.

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.linkintime.co.in/formsreg/submission-of-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. (16 digits), number of shares of the person to whom TDS credit is to be given, tax residential status of the beneficiary and reason for giving credit to such person on or before **Friday, July 14, 2023 (06:00 p.m. IST)**. **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:**

Particulars	Applicable Rate	Documents required (if any)
Valid PAN updated with the Depository Participant in case shares are held in dematerialized form; or Registrar and Transfer Agent ('RTA') in case shares are held in physical form and no exemption sought by Member	10%	N.A.
An Individual having dividend income more than ₹ 5000 and furnishing Form 15G/15H	NIL	a) Copy of PAN card b) Declaration in Form No. 15G (applicable to an individual who is less than 60 years) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling prescribed conditions.
Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of the IT Act	Rate specified in Lower tax withholding certificate obtained from Income Tax Department	a) Copy of PAN card b) Copy of lower tax withholding certificate obtained from Income Tax Department
No/Invalid PAN with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form and no exemption sought by Member	20%	N.A.
An Insurance Company as specified under Section 194 of the IT Act	NIL	a) Copy of registration certification issued by the IRDAI; b) Self-declaration that the insurance company is beneficial owner of the shares held; and c) Copy of PAN Card.
Mutual Fund specified under clause (23D) of Section 10 of the IT Act	NIL	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) Copy of PAN Card.
Alternative Investment Fund (AIF) established in India	NIL	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) Copy of PAN Card.

**For Non-Resident Members:**

Particulars	Applicable Rate	Documents required (if any)
a. Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) (subject to applicable tax treaty)	a) Copy of PAN Card.
b. Other Non-Resident Members		b) Copy of Tax Residency certificate issued by revenue authority of country of residence of Member for the financial year 2023 and financial year 2024 (covering the period from April 1, 2023 to March 31, 2024) c) Members who have PAN and propose to claim treaty benefit need to mandatorily file the Form 10F online at the link <a href="https://eportal.incometax.gov.in/">https://eportal.incometax.gov.in/</a> with effect from April 1, 2023 to avail the benefit of DTAA. d) Members who are not having PAN in India or who are not required to obtain PAN in India are exempted from mandatory electronic filing of Form 10F, however they are required to submit the manual Form 10F which should be duly signed. e) Declaration regarding Tax residency and Beneficial ownership of shares; Self-declaration for not having Permanent Establishment in India in accordance with the applicable Tax Treaty; [on Member's letterhead] 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.

## INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

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 **Thursday, July 20, 2023**. The remote e-voting period commences on Saturday, July 22, 2023 (09:00 a.m. IST) and ends on Wednesday, July 26, 2023 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Thursday, July 20, 2023, 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. **Thursday, July 20, 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or 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](http://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. **Thursday, July 20, 2023** 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. Thursday, July 20, 2023.
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/CFD/CMD/CIR/P/2020/242 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:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-voting</b>” under e-voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “<b>Login</b>” 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 site wherein you can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speed-e</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile number &amp; email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account 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 re-directed 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.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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**

**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 'Shareholder/Member' section.
3. 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.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login 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. 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 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 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. 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 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 your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

**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.
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 Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to Amit Vishal, 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 Jayavant Bhave, Proprietor, J. B. Bhave & Co., Company Secretaries (Membership No. – F4266), 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.birlasoft.com](http://www.birlasoft.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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 [pune@linkintime.co.in](mailto:pune@linkintime.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](mailto:evoting@nsdl.co.in). If you

are an individual shareholder 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-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 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 shall 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 number, PAN, mobile number at [abhinandan.singh@birlasoft.com](mailto:abhinandan.singh@birlasoft.com) from Thursday, July 13, 2023 (09:00 a.m. IST) to Thursday, July 20, 2023 (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.