

# Birlasoft Limited

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase-I, MIDC, Hinjawadi, Pune (MH) 411057, India  
Tel: +91 20 6652 5000 | Fax: +91 20 6652 5001 | secretarial@birlasoft.com | www.birlasoft.com | CIN: L72200PN1990PLC059594

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## Notice of the 33<sup>rd</sup> Annual General Meeting and e-voting information

1. **NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting ("the AGM") of Birlasoft Limited will be held on **Wednesday, July 31, 2024, at 02:30 p.m. (IST)**, through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), to transact the business as set out in the AGM Notice, in compliance with the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ("SEBI") and other relevant circulars issued from time to time (collectively referred to as "the Circulars") and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI (LODR)"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the aforesaid Circulars, the Annual Report 2023-24 including the AGM Notice has been sent only through electronic mode (by e-mail) on July 6, 2024, to those Members whose e-mail IDs are registered with the Registrar & Transfer Agent ("RTA") or the respective Depository Participants ("DPs") and has also been made 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 National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>.
3. In terms of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), and Regulation 44 of the SEBI (LODR), Members are being provided with the facility to cast their votes on all resolutions set forth in the AGM Notice using electronic voting ("e-voting") system. The Company has engaged the services of NSDL as the authorized agency for providing e-voting (remote and at the AGM) facility to its Members and for conducting of the AGM through VC/OAVM facility.
4. The Board has appointed Mr. Jayavant Bhave - Proprietor of J. B. Bhave & Co., Company Secretaries (Membership No. – F4266), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. All Members are informed that:
  - a) The business as set forth in the AGM Notice shall be transacted through remote e-voting or e-voting at the AGM.
  - b) The remote e-voting period commences on **Saturday, July 27, 2024 (09:00 a.m. IST)** and ends on **Tuesday, July 30, 2024 (05:00 p.m. IST)**. Remote e-voting shall not be allowed beyond 05:00 p.m. (IST) on Tuesday, July 30, 2024.
  - c) Electronic Voting Event Number (EVEN): **129171**
  - d) 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 i.e., **Wednesday, July 24, 2024**, only shall be entitled to vote through remote e voting, or e-voting at the AGM and for participation in the AGM through VC/OAVM facility.
  - e) Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again. Once the vote is cast, the Member shall not be allowed to change it subsequently.
  - f) As per the provisions of Section 103 of the Act, Members attending the AGM through VC/OAVM facility will be counted for the purpose of reckoning the quorum. **Facility for appointment of proxy for the AGM will not be available.**
  - g) 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 at the AGM.
  - h) Any person who becomes a Member of the Company after dispatch of the AGM Notice and holds shares as on the Cut off Date i.e., Wednesday, July 24, 2024, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if such person is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting his/her vote. A person who is not a Member as on the Cut-off Date should treat this AGM Notice for information purpose only.
6. **Process for those Members whose e-mail IDs are not registered with the DPs/RTA for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:**
  - a) In case shares are held in physical form, 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).
  - b) In case shares are held in demat form, 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).
7. In case of any queries, Members 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 - 48867000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
 Members who need assistance before or during the AGM, can also contact on the above-mentioned details.
8. The Record Date for determining eligibility of Members to receive final dividend for the financial year ended March 31, 2024, if approved at the AGM is **Friday, July 12, 2024**. Payment of final dividend, if approved at the AGM, will be made within the statutory time limit of 30 days.
9. In terms of the provisions of the Income-tax Act, 1961, payment of dividend will be subject to Deduction of Tax at Source ("TDS") at the applicable tax rates. To enable the Company to apply correct TDS rates, Members are requested to furnish prescribed documentation **on the portal of Registrar & Transfer Agent ("RTA") on or before Friday, July 12, 2024 (06:00 p.m. IST)**, The details of documents to be submitted are available on the website of the company at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info> and on the RTA's website at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. For further details Members may please refer to the **Annexure - TDS on Dividend** in the AGM Notice.
10. Members are advised to keep their KYC and bank account details updated. The process for updating these details is provided in the AGM Notice.

For Birlasoft Limited

Sd/-

Sneha Padve

Company Secretary & Compliance Officer

Place : Pune

Date : July 6, 2024

## Birlasoft Limited

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For Birlasoft Limited

Sd/-

Sneha Padve

Company Secretary & Compliance Officer

Place : Pune

Date : July 6, 2024

## बिलासॉफ्ट लिमिटेड

नोंदणीकृत कार्यालय : ३५ व ३६, राजीव गांधी इन्फोटेक पार्क, फेज-१, एमआयडीसी, हिंजवडी, पुणे (महा.) - ४११०५७, भारत। दूरध्वनी क्र.: +९१ २० ६६५२ ५०००।  
फॅक्स क्र.: +९१ २० ६६५२ ५००१। ई-मेल: secretarial@birlasoft.com। संकेतस्थळ : www.birlasoft.com। सीआयएन: L72200PN1990PLC059594

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## ३३ व्या वार्षिक सर्वसाधारण सभेची सूचना आणि ई-वोटिंग संदर्भातील माहिती

- यानुसार सूचना देण्यात येते की, बिलासॉफ्ट लिमिटेडची ३३ वी वार्षिक सर्वसाधारण सभा ("एजीएम") व्हीडीओ कॉन्फरन्स/अन्य दृकश्राव्य ("व्हीसी/ओएव्हीएम") पध्दतीनी बुधवार, जुलै ३१, २०२४ रोजी, दुपारी ०२.३० वाजता (भारतीय प्रमाणवेळ) एजीएमच्या सूचनेत नमूद केल्यानुसार कामकाज पार पाडण्यासाठी कंपनी व्यवहार मंत्रालयाने दि. २५ सप्टेंबर, २०२३ रोजी जारी केलेले परिपत्रक क्र. ०९/२०२३ आणि सिक्युरिटीज अॅण्ड एक्सचेंज बोर्ड ऑफ इंडिया ("सेबी") यांनी ७ ऑक्टोबर, २०२३ रोजी जारी केलेले परिपत्रक क्र. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 यानुसार व वेळोवेळी जारी केलेली इतर परिपत्रके ("परिपत्रके") आणि कंपनी कायदा, २०१३ ("कायदा") आणि सिक्युरिटीज अॅण्ड एक्सचेंज बोर्ड ऑफ इंडिया (लिस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्क्लोजर रिग्यारमेंट्स) रेग्युलेशन्स, २०१५ ["सेबी (एलओडीआर)"] मधील तरतुदींची पूर्तता करून सामूहिक ठिकाणी सभासदांची प्रत्यक्ष उपस्थिती न ठेवता आयोजित करण्यात आली आहे. एजीएमचे स्वायत्त स्थळ हे कंपनीचे नोंदणीकृत कार्यालय असेल.
- वर नमूद केलेल्या परिपत्रकांनुसार एजीएमच्या सूचनेसह २०२३-२४ चा वार्षिक अहवाल, फक्त इलेक्ट्रॉनिक पध्दतीने (ई-मेल द्वारे) जुलै ६, २०२४ रोजी अशा सभासदांना पाठविण्यात आला आहे ज्यांचे ई-मेल आयडी रजिस्ट्रार अॅण्ड ट्रान्स्फर एजंट ("आरटीए") किंवा संबंधित डिपॉझिटरी पार्टीसिपंट्स ("डीपीज") यांच्याकडे नोंदविण्यात आलेले आहेत. तसेच कंपनीचे संकेतस्थळ <https://www.birlasoft.com/company/investors/policies-reports-filings> वर आणि स्टॉक एक्सचेंजेस म्हणजे बीएसई लिमिटेड आणि नॅशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड यांचे संकेतस्थळ अनुक्रमे [www.bseindia.com](http://www.bseindia.com) आणि [www.nseindia.com](http://www.nseindia.com), नॅशनल सिक्युरिटीज डिपॉझिटरी लिमिटेड ("एनएसडीएल") यांचे संकेतस्थळ <https://www.evoting.nsdl.com> येथेही उपलब्ध आहेत.
- कायद्याच्या कलम १०८ आणि इतर लागू तरतुदीनुसार, तसेच सुधारित केलेल्या कंपनी (व्यवस्थापन आणि प्रशासन) नियमावली २०१४ च्या नियम २० अन्वये, तसेच सेबी (एलओडीआर) च्या नियम ४४ नुसार, सभासदांना इलेक्ट्रॉनिक मतदान ("ई-वोटिंग") सुविधेचा वापर करून एजीएम सूचनेमध्ये नमूद केलेल्या सर्व ठरावांवर त्यांचे मत देण्याची सुविधा प्रदान केली जात आहे. कंपनीने वार्षिक सर्वसाधारण सभा व्हीसी/ओएव्हीएम पध्दतीने घेण्यासाठी तसेच सभासदांना ई-वोटिंग (रिमोट व एजीएमच्या वेळी) सुविधा प्रदान करण्यासाठी अधिकृत एनएसडीएल या संस्थेच्या सेवा घेतल्या आहेत.
- संचालक मंडळाने श्री. जयवंत भावे-प्रोप्रायटर जे. बी. भावे अॅण्ड कं., कंपनी सेक्रेटरीज (मॅबरशिप नं. - एफ४२६६) यांची ई-वोटिंग प्रक्रिया खुल्या आणि पारदर्शक वातावरणात पार पडावी यासाठी निरीक्षक म्हणून नियुक्ती केली आहे.
- सभासदांना कळविण्यात येते की:
  - एजीएमच्या सूचनेत नमूद करण्यात आलेल्या कार्यपत्रिकेतील कामकाज रिमोट ई-वोटिंगद्वारा किंवा एजीएमच्या वेळी ई-वोटिंगद्वारे पार पाडण्यात येईल.
  - रिमोट ई-वोटिंग शुक्रवार, जुलै २७, २०२४, सकाळी ०९:०० वाजता (भारतीय प्रमाणवेळ) सुरु होऊन मंगळवार, जुलै ३०, २०२४, सायं. ०५:०० वाजता (भारतीय प्रमाणवेळ) समाप्त होईल. रिमोट ई-वोटिंग मंगळवार, जुलै ३०, २०२४, सायं. ०५:०० वाजता (भारतीय प्रमाणवेळ) नंतर करू दिले जाणार नाही.
  - इलेक्ट्रॉनिक वोटिंग इव्हेंट नं. (ईव्हीईएन) १२९१७१ आहे.
  - फक्त ज्या व्यक्तीचे नाव डिपॉझिटरीज यांनी ठेवलेल्या सभासदांच्या किंवा लाभधारक व्यक्तींच्या यादीत कट-ऑफ डेटला म्हणजे बुधवार, जुलै २४, २०२४ रोजी असेल अशा व्यक्तीनाच रिमोट ई-वोटिंग किंवा एजीएमच्या वेळी ई-वोटिंग सुविधेद्वारे मतदान तसेच व्हीसी/ओएव्हीएम द्वारे एजीएम मध्ये सहभागी होण्याचा अधिकार असेल.
  - ज्या सभासदांनी रिमोट ई-वोटिंगद्वारा मतदान केले आहे त्यांना एजीएमला उपस्थित राहता येईल, परंतु त्यांना पुन्हा मतदान करता येणार नाही. एकदा मतदान केल्यानंतर सभासदास त्यानंतर ते बदलता येणार नाही.
  - व्हीसी/ओएव्हीएम सुविधेद्वारे सहभागी होणाऱ्या सभासदांची कायद्याच्या कलम १०३ नुसार किमान गणसंख्येत मोजणी करण्यात येईल. एजीएमसाठी प्रॉक्सि नियुक्त करण्याची सुविधा उपलब्ध होणार नाही.
  - फक्त ते सभासद जे व्हीसी/ओएव्हीएम सुविधेद्वारा एजीएमच्या वेळी उपस्थित राहतील आणि त्यांनी ठरावांवर रिमोट ई-वोटिंगद्वारे मतदान केलेले नाही आणि अन्यथा त्यांना तसे करण्यास प्रतिबंधित करण्यात आलेले नाही, अशांना एजीएमच्या वेळी ई-वोटिंग सुविधेद्वारे मतदान करता येईल.
  - कोणत्याही व्यक्तीने कंपनीचे समभाग धारण केले आणि एजीएमची सूचना रवाना करण्यात आल्यानंतर सभासद झाला असेल आणि कट-ऑफ डेटला म्हणजे बुधवार, जुलै २४, २०२४ रोजी असे समभाग धारण करीत असेल तर त्यांस [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) वर विनंती पाठवून यूजर आयडी आणि पासवर्ड प्राप्त करता येईल. मात्र अशी व्यक्ती रिमोट ई-वोटिंगसाठी एनएसडीएलकडे अगोदरच नोंदणीकृत असेल तर त्याला/तिला, त्याचा/तिचा सध्याचा यूजर आयडी आणि पासवर्ड त्याचे/तिचे मतदान करण्यासाठी वापरता येईल. जी व्यक्ती कट-ऑफ डेटला सभासद नसेल अशा व्यक्तीने ही एजीएमची सूचना फक्त माहितीच्या हेतूने आहे असे समजावे.
- ज्या सभासदांचे डिपीज/आरटीए यांच्याकडे ई-मेल आयडी नोंदविण्यात आलेले नाहीत त्यांनी यूजर आयडी आणि पासवर्ड प्राप्त करणे आणि सूचनेत नमूद केल्यानुसार ठरावांवर मतदान करण्यासाठीची नोंद करणे यासाठी प्रक्रिया:
  - प्रत्यक्ष स्वरूपात समभाग धारण करीत असल्यास कृपया फोलिओ नं., सभासदाचे नाव, शेअर सर्टीफिकेटची स्कॅन कॉपी (फ्रंट आणि बॅक), पॅन (पॅनकार्डची स्वयंसाक्षात्कृत प्रत), आधार (आधार कार्डची स्वयंसाक्षात्कृत प्रत) ई-मेल द्वारे [pune@linkintime.co.in](mailto:pune@linkintime.co.in) वर पाठवावी.
  - अप्रत्यक्ष स्वरूपात समभाग धारण करीत असल्यास कृपया डीपीआयडी-सीएलआयडी (१६ डिजिट डीपीआयडी + सीएलआयडी किंवा १६ डिजिट बेनिफिशियरी आयडी), नाव, क्लॉअट मास्टर किंवा एकत्रित अकाउंट स्टेटमेंट, पॅन (पॅन कार्डची स्वयंसाक्षात्कृत प्रत), आधार (आधार कार्डची स्वयंसाक्षात्कृत प्रत) [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) वर पाठवावी.
- सभासदांना जर काही शंका असेल, तर-
  - भागधारकांकरिता वारंवार विचारले जाणारे प्रश्न (एफएक्यूज) आणि भागधारकांसाठी ई-वोटिंग यूजर मॅन्युअल [www.evoting.nsdl.com](http://www.evoting.nsdl.com) वरील डाऊनलोड सेक्शनमध्ये पहावे किंवा
  - टोल फ्री नं. ०२२-४८८६७००० वर फोन करावा किंवा [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) वर विनंती पाठवावी.
 एजीएमच्या आधी किंवा त्यावेळी ज्या सभासदांना सहकार्य हवे असेल त्यांनीही वर नमूद केलेल्या तपशिलानुसार संपर्क करावा.
- ३१ मार्च २०२४ रोजी संपलेल्या आर्थिक वर्षासाठी सभासदांची अंतिम लाभांश प्राप्त करण्यासाठी पात्रता निश्चित करण्याची रेकॉर्ड तारीख, जर एजीएममध्ये मंजूर झाली तर शुक्रवार, जुलै १२, २०२४ आहे. अंतिम लाभांश, एजीएममध्ये मंजूर झाल्यास, ३० दिवसांच्या वैधानिक कालमर्यादेत दिला जाईल.
- प्रासिकर कायदा, १९६१ च्या तरतुदीनुसार, लाभांशाचा भरण टॅक्स अॅट सोर्स ("टीडीएस") वजावटीच्या अधीन असेल. कंपनीला योग्य टीडीएस दर लागू करण्यास सक्षम करण्यासाठी, सदस्यांना विनंती केली जाते की त्यांनी आरटीए च्या पोर्टलवर शुक्रवार, जुलै १२, २०२४ रोजी (सायं. ०६:०० भारतीय प्रमाणवेळ) किंवा त्यापूर्वी विहित कागदपत्रे सादर करावीत. सादर करावयाच्या कागदपत्रांचे तपशील कंपनीचे संकेतस्थळ <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info> आणि आरटीएच्या संकेतस्थळावर <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> वर उपलब्ध आहेत. अधिक तपशिलांसाठी सभासदांनी कृपया एजीएम सूचनेतील संलग्नक - लाभांशवरील टीडीएस पहावे.
- सभासदांनी नोंद घ्यावी की, त्यांनी त्यांचे केवायसी आणि बँक खाते तपशील अपडेट ठेवावेत. हे तपशील अद्ययावत करण्याची प्रक्रिया एजीएम सूचनेमध्ये नमूद केली आहे.

बिलासॉफ्ट लिमिटेड साठी

ठिकाण: पुणे  
दिनांक: जुलै ६, २०२४सही/-  
स्नेहा पाडवे  
कंपनी सचिव व अनुपालन अधिकारी