

To,

Chief Financial Officer
Birlasoft Limited
Plot No. 35 & 36, Rajiv Gandhi Infotech Park,
Phase 1, MIDC, Hinjawadi,
Pune, Maharashtra 411057

Dear Sir,

Subject: Certificate on the Firm Arrangement of Funds in respect of the Proposed Buyback of equity shares of face value INR 2/- each (“Shares”) of Birlasoft Limited through the tender offer route

1. We understand that the Board of Directors of Birlasoft Limited (“**Company**”) in their meeting held on May 23, 2022, has subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws and subject to approval of shareholders of the Company by way of a special resolution, approved buyback of fully paid-up equity shares of the Company from the tender offer route (“**Buyback**”) in accordance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018, as amended (“**SEBI Buyback Regulations**”), and have appointed Kotak Mahindra Capital Company Limited (“**KMCC**”) as the Manager to the Buyback. Accordingly, A P Sanzgiri & Co, Chartered Accountants (“**APS**” or “auditor”) has been appointed to issue the certificate on the firm arrangement of funds in respect of the proposed buyback.
2. The maximum consideration payable by the Company under the Buyback, would be **INR 390 Crores** (“**Maximum Consideration**”)
3. We have been requested by the management of the Company to certify that the firm arrangements for funds and money for payment through verifiable means to fulfil the obligations under the Buyback are in place.

Management Responsibilities

4. The Management of the Company (“the Management”) is solely and entirely responsible for preparation of the accompanying Statement for firm arrangement of funds (“**Statement**”) and adherence with all the applicable SEBI Buyback Regulations and other Companies Act regulations. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation of the attached statement.

Auditor’s responsibility

5. Our responsibility is to verify the relevant records and documents and confirm firm arrangement of funds in respect of the proposed buyback and if the amounts stated in attached statement are appropriately extracted from relevant records.
6. We have examined the attached Statement prepared by the Company and initialed by us for identification purposes only, of its investments in Overnight/Liquid Mutual Funds and fixed deposits earmarked to be utilized in order to fulfill its obligation under the Buyback.
7. We performed these procedures in accordance with the requirements of the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India.



8. In this connection, we have performed the following procedures for verification of the information provided in the accompanying Statement:
- Obtained certified copy of the resolution passed at the meeting of the Board of Directors of the Company approving the Buyback and obtained statement earmarking of **INR 404 Crores** out of the investments listed in the same for utilization of buyback.
 - Obtained the certified copies of mutual fund statements of the fund houses and fixed deposit receipts from the Company and verified the amount of mutual fund investments and fixed deposit as stated in the Statement with the amounts reflected in the mutual fund statements and fixed deposit receipts.
 - Inquired with the management of the Company and noted that such investments are earmarked.

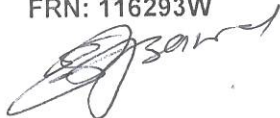
Opinion

9. Based on the procedures performed as stated in Paragraph 8 above, information and explanations provided to us and as represented by the Company, we certify that the firm arrangements for funds, as per the accompanying Statement, has been made by the Company for utilization for the Buyback and the investments worth **INR 404 Crores** included in the accompanying Statement as certified by the Company have been earmarked for utilization for the Buyback.

Restrictions for use

10. We make no representations regarding compliance with Company Law or any other statutory requirements other than SEBI Buyback Regulations to the extent stated above, representations regarding questions of legal interpretations nor do we provide any assurance as to any matters relating to the Company's solvency, adequacy of the capital or ability to pay its debts. We are not responsible to any person/ party including any shareholders of the Company who may take any decision based on our Certificate.
11. This certificate will be intended solely for use of the management of the Company for submission to the merchant banker for enabling compliance with the SEBI Buyback Regulations and for reference in the Buyback documents to be published/filed with the regulators/sent to shareholders and should not be used by any other person for any other purpose
12. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For A P Sanzgiri & Co.,
Chartered Accountants
FRN: 116293W



CA Sachin Agrawal
Partner- Membership No 122269
UDIN -22122269AMBQAV6736



Place: Mumbai

Date: July 1, 2022

CC : Kotak Mahindra Capital Company Limited