



BIRLASOFT LIMITED

CIN: L72200PN1990PLC059594

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

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Postal Ballot Notice

**Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR**”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, that the resolutions set out below for the appointment of Mr. Angan Guha (DIN 09791436) as a Director liable to retire by rotation and as the Chief Executive Officer (CEO) and Managing Director (MD) of the Company, for a period of 3 (three) years with effect from December 1, 2022 and remuneration payable to him are proposed to be passed by way of Postal Ballot by voting through electronic means only (“**e-voting**”/ “**remote e-voting**”).

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice (“**Notice**”), for your consideration.

Pursuant to Rule 22(5) of the Management Rules, Mr. Jayavant Bhawe - Proprietor of J. B. Bhawe & Co. (Membership No. – F4266), Practising Company Secretaries has been appointed as the “**Scrutinizer**”, to scrutinize the e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09.00 a.m. (IST) on Thursday, December 15, 2022 and ends at 05.00 p.m. (IST) on Friday, January 13, 2023. Members are requested to peruse the proposed resolutions along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolutions not later than 05:00 p.m. (IST) on Friday, January 13, 2023 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the “**Chairman**”) or to any other person of the Company duly authorised by the Chairman in this regard,

who shall countersign the same. The result of e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed within a period of 2 working days (not exceeding 3 days) from the conclusion of the e-voting. The results would also be uploaded on the websites of the Company at www.birlasoft.com, the stock exchanges at www.bseindia.com and www.nseindia.com and National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, January 13, 2023 i.e. the last date specified for e-voting.

PROPOSED RESOLUTIONS

Item No. 1

Appointment of Mr. Angan Guha as a Director liable to retire by rotation

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, 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 in accordance with the Articles of Association of the Company and the Nomination and Remuneration Policy, Mr. Angan Guha (DIN 09791436), who was appointed by the Board of Directors as an Additional Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT any one Director, the Chief Financial Officer, the Chief People 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 usual and expedient to implement this decision."

Item No. 2

Appointment of Mr. Angan Guha as the Chief Executive Officer and Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder and 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), in accordance with the Articles of Association of the Company, Nomination and Remuneration Policy and based on the recommendations of the Nomination & Remuneration Committee (hereinafter referred to as "the NRC") and approval of the Board of Directors of the Company (hereinafter referred to as "the Board"), and subject to completion of the necessary statutory formalities, the approval of the Central Government and such other authorities as may be required, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Angan Guha (DIN 09791436) as the Chief Executive Officer (CEO) & Managing Director (MD), and a Key Managerial Personnel of the Company, for a period of 3 (three) years with effect from December

1, 2022, on the terms and conditions including remuneration, as contained in the agreement to be entered into between the Company and Mr. Guha, material terms of which are set out in the explanatory statement attached hereto, with liberty to the Board, (which term shall include the NRC) to alter and vary from time to time, the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Guha subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereto.

RESOLVED FURTHER THAT Mr. Guha shall be liable to retire by rotation and his appointment shall be subject to his continuance as a Director of the Company during the tenure of this appointment.

RESOLVED FURTHER THAT any one Director, the Chief Financial Officer, the Chief People 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 usual and expedient to implement this decision.”

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

Sneha Padve
Company Secretary

December 5, 2022

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park,
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E-mail: contactus@birlasoft.com
Website: www.birlasoft.com

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) setting out material facts pertaining to the resolutions, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of Director seeking appointment are also annexed hereto.
3. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, December 9, 2022 as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (collectively referred to as “Depositories”). In compliance with MCA Circulars, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in e-voting instructions.
4. The Notice is also available on the website of the Company at www.birlasoft.com, on the website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the NSDL i.e. www.evoting.nsdl.com.
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
6. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, December 9, 2022 (“Cut-Off date”). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - **Commencement of voting: Thursday, December 15, 2022 at 09:00 am. (IST) End of voting: Friday, January 13, 2023 at 05:00 pm (IST) (both days inclusive).**
 - The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.
8. All the material documents referred to in this Notice and explanatory statement shall be available for inspection by the members through electronic mode up to the last date specified for e-voting. The members may write to the Company at secretarial@birlasoft.com in this regard.

9. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.co.in.
10. 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 SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read together with circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, to avoid freezing of their folios on or after April 1, 2023, as per below:
 - 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 > 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.
11. 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-reports-filings#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.
12. 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.

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

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 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">Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-voting” under e-voting services and you will be able to see e-voting page. 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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-voting system is launched, click on the icon “Login” 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 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 to Easi/Easiest facility are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. 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. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com, click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail 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 will also be able to directly access the system of all e-voting Service Providers.
<p>Individual shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33

B) Login method for e-voting 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.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, 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 on NSDL e-voting system.

How to cast your vote electronically 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 is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated e-mail IDs: evoting@nsdl.co.in.

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.
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. 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 for individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to 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.

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

Sneha Padve
Company Secretary

December 5, 2022

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park,
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EXPLANATORY STATEMENT

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

Item Nos.: 1 & 2

Members are informed that consequent to resignation of Mr. Dharminder Kapoor (DIN 08443715), the Board of Directors of the Company in their meeting held on November 4, 2022, based on the recommendation of the Nomination and Remuneration Committee of the Company, had approved the appointment of Mr. Angan Guha (DIN 09791436) as an Additional Director to be designated as the CEO & MD of the Company, for a period of 3 (three) years with effect from December 1, 2022 and the remuneration payable to him, subject to the approval of the members and of the Central Government.

Pursuant to the provisions of Section 161 of the Act, Mr. Guha will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Angan Guha, through this Postal Ballot.

A brief profile and additional details of Mr. Guha required under Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

Brief terms and conditions of Mr. Guha's appointment and remuneration as recommended by the Nomination and Remuneration Committee are as below:

Remuneration:

- a) Basic salary and allowances in the range of Rs. 0.80 Cr. to Rs. 1.38 Cr. per annum. Within this range, the aggregate of basic salary and allowances may be revised by the Board of Directors or the Nomination and Remuneration Committee of the Board of Directors, from time to time.
- b) The following perquisites shall be allowed to Mr. Guha in addition to basic salary and allowances mentioned above:
 - Company's contribution to Provident Fund and Superannuation/Annuity Fund as per the policy of the Company in force, from time to time;
 - Gratuity as per the policy of the Company in force, from time to time;
 - Encashment of leave as per the rules of the Company in force, from time to time;
 - Group medical insurance and group personal accident insurance as per the policy of the Company in force, from time to time; and
- c) Incentive/performance bonus/variable pay (by whatever name called) will be paid based on defined KRAs/BSC and his relative performance and will be payable to him as per the incentive policy of the Company. Mr. Guha will be eligible to receive annual variable pay consisting of annual target performance bonus of Rs. 36 lakhs @100% achievement which can go upto 120% based on the performance. Final variable incentive amount shall be decided by the Board of Directors or the Nomination and Remuneration Committee from time to time.

- d) 8,55,900 tenure linked Restricted Stock Units and 10,46,100 performance-linked Performance Stock Units under various ESOP Schemes of the Company which will vest over a period of 3 (three) years (30%/30%/40%).
- e) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Guha, shall not exceed 5% of the net profits of the Company subject to the condition that the total remuneration payable to Mr. Guha along with the total remuneration payable to the other Managing Director(s), if any, and the whole-time director(s), if any, together shall not exceed 10% of the net profits of the Company.

Mr. Guha will also be paid the following amounts from Birlasoft Solutions Inc., a wholly owned subsidiary of the Company, in the capacity of the CEO & MD of Birlasoft Solutions Inc. as per its policy and incentive plan:

- Annual Base Salary at the rate of \$1,008,000 per year payable in equal semi-monthly installments.
- Performance-based incentive of \$432,000.
- Coverage under Medical, Dental and 401 (K) benefits.
- A sign-on bonus of \$ 1,500,000 payable in two instalments with a claw-back provision.

Other terms of appointment:

- a) Mr. Guha shall be entitled to compensation for loss of office as provided in Section 202 of the Act.
- b) No sitting fees shall be paid to Mr. Guha for attending meetings of the Board of Directors or any Committee of the Board.
- c) The contract of appointment of Mr. Guha is terminable by either the Board of Directors or by Mr. Guha giving to the other party 6 (six) months' notice in writing.
- d) Mr. Guha will be designated as CEO & MD of the Company, and thus a Key Managerial Personnel.
- e) Mr. Guha shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a Director of the Company during the term of this appointment.

For purposes of leave accumulation, gratuity, provident fund, superannuation and other benefits, the services of Mr. Guha will be considered as continuous and this appointment including the re-appointment on account of retirement of rotation will not be considered as any break in service.

The Nomination and Remuneration Committee or the Board of Directors of the Company may, at its discretion revise or restructure the remuneration or revise other terms and conditions, from time to time, in accordance with the provisions of the Section 197 of the Act read with Schedule V thereto.

The Company has received a notice in writing from a member, in terms of Section 160 of the Act, proposing the appointment of Mr. Guha as a Director of the Company.

The Company has received the necessary consent and declarations from Mr. Guha and he is not disqualified from being appointed as director in terms of Section 164 of Act.

Mr. Guha also satisfies all the applicable conditions for being appointed as the CEO & MD of the Company, as set out in sub-section (3) of Section 196 of the Act and Part-I of Schedule V thereto except clause (e) of Part-I of Schedule V.

Even though Mr. Guha is an Indian Citizen, he has not been a resident of India as stipulated under Part 1 (e) of Schedule V to the Act and hence the Company will be making an application to the Central Government within 90 (ninety) days from the date of his appointment, for its approval as required under law. Thus, the approval of members of the Company appointing Mr. Guha as MD & CEO shall be subject to the approval by the Central Government.

The draft service agreement proposed to be entered into between the Company and Mr. Guha is available for inspection by the members in the manner provided in the Notes to this Notice.

Mr. Guha is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Guha and his relatives, 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 Ordinary Resolutions as set out at Item Nos. 1 & 2 of this Notice, for approval of members of the Company.

For any queries, clarifications or grievances related to the postal ballot process, electronic voting process, Members may contact the following:

Sneha Padve

Company Secretary

Tel.: +91-20-66525000

Fax: +91-20-66525001

Email: secretarial@birlasoft.com

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

Sneha Padve
Company Secretary

December 5, 2022

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

CIN: L72200PN1990PLC059594

Tel.: +91-20-66525000

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E-mail: contactus@birlasoft.com

Website: www.birlasoft.com

ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT

Details of Director seeking appointment pursuant to 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

Name	Mr. Angan Guha
Director Identification Number	09791436
Age	54 years
Qualification	Mr. Guha holds B.E. (Electronics) degree from the University of Pune
Experience	27 years
Nature of expertise in specific functional areas	Expertise in areas like driving Business Transformation, leading Organisation Change Management, working with clients to help drive new ways of working and reimagining business processes.
Brief resume of the Director	<p>Mr. Angan Guha joins Birlasoft from Wipro, where he was the Chief Executive Officer for the Americas 2 Strategic Market Unit and served on its Executive Board and Group Executive Council. He has extensive experience leading large transformational engagements and building strong global teams.</p> <p>Mr. Guha is 54 years old and holds a degree of B.E. (Electronics) from the University of Pune. After his graduation, he joined Decibels Electronics as a marketing executive. In 1994, he was recruited by Wipro as an Account Manager and has spent the past 27 years there in a number of progressive leading roles.</p>
Date of first appointment	December 1, 2022
Terms and conditions of appointment	Terms and conditions of appointment and proposed remuneration of Mr. Guha are specified in the resolution set out in the explanatory statement annexed to this postal ballot notice
Remuneration last drawn	Not applicable
Remuneration proposed to be given	Kindly refer the Explanatory Statement annexed to this Notice.
Number of Board meetings of the Company attended during the year	Not applicable
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	Nil
Directorships held in other Companies/Branches	Nil
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Nil