

Empowered by

Innovation





Empowered by Innovation

Challenging the norm means innovating without fail. Every day, we create cutting-edge solutions that transform businesses and our interconnected world for the better.

When the world around us becomes unpredictable, the key to resilience is to keep moving. Trusting your vision will lead you to the other end triumphant. And relying on your partners to help you get there.

First and foremost, we continue to invest in emerging technology. Both to equip ourselves with the latest tools, and to strengthen the partnership with our clients by offering them ongoing relevant solutions and efficiency in uncertain times.

From progressive technological initiatives to future talent programmes, we substantiate our solutions with a clear forward-looking outlook. In a world that changes every day, we embrace a state of constant flow to consistently deliver impact for our clients.

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Corporate Information

Board of Directors

Amita Birla
Chairman

Chandrakant Birla
Director

Ananth Sankaranarayanan
Independent Director

Satyavati Berera
Independent Director

Nidhi Killawala
Independent Director

Manish Choksi
Independent Director

Angan Guha
Chief Executive Officer &
Managing Director

Kamini Shah
Chief Financial Officer

Sneha Padve
Company Secretary

Auditors

Statutory Auditor
M/s. S R B C & Co LLP
Chartered Accountants

Secretarial Auditor
Dr. K. R. Chandratre
Practising Company Secretary

Registrar & Transfer Agent

Link Intime India Private Limited

Financial Institutions

State Bank of India Limited

HDFC Bank Limited

The Hongkong & Shanghai Banking Corporation Limited

Citibank N.A.

Axis Bank Limited

ICICI Bank Limited

Kotak Mahindra Bank Limited

Standard Chartered Bank

Key Performance Indicators

Key Highlights of FY 2024

Revenue

₹ 5,278.1 Cr | \$ 637.2 Mn

Headcount

12,500+

EBITDA

₹ 836.2 Cr | \$ 100.9 Mn

Net Cash and Cash Equivalents

₹ 1,744.7 Cr | \$ 209.2 Mn

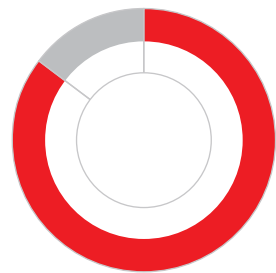
PAT

₹ 623.8 Cr | \$ 75.3 Mn

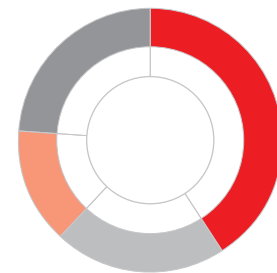
Networth

₹ 3,044 Cr | \$ 365.0 Mn

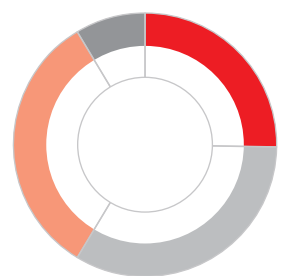
Client Geography



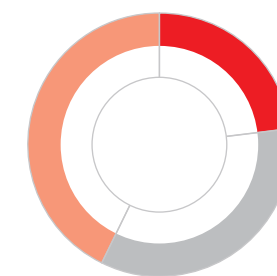
Revenue by Industry Verticals



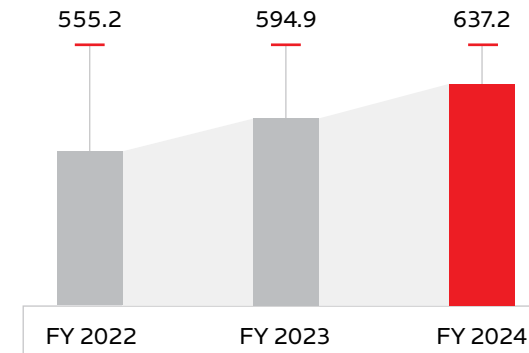
Revenue by Service Offerings



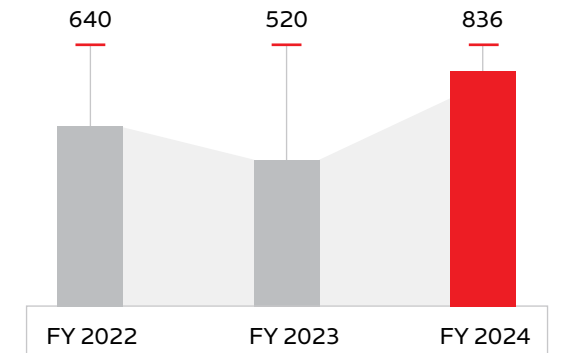
Client Concentration



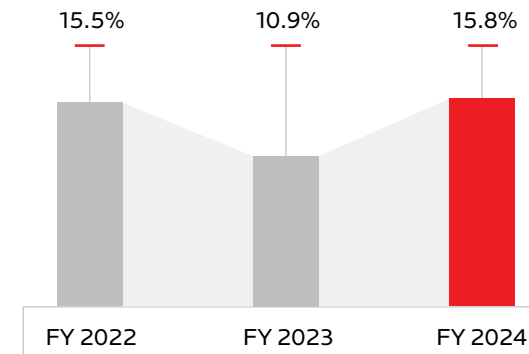
Revenue from Operations (\$ Mn)



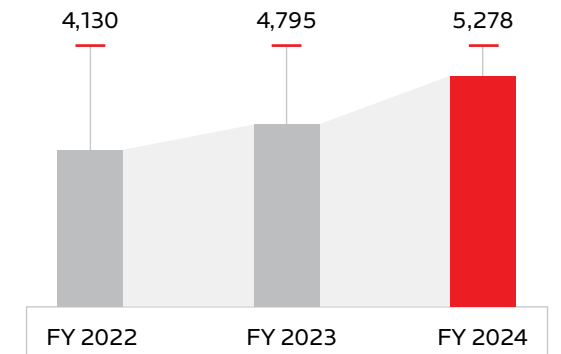
EBITDA (₹ Cr)



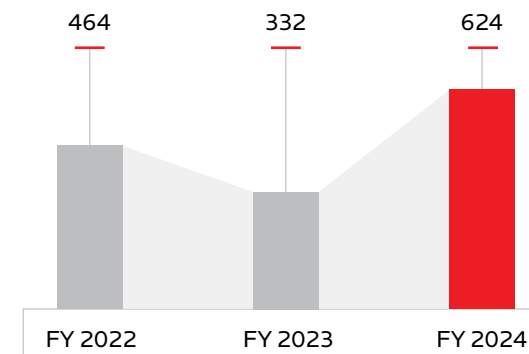
EBITDA %



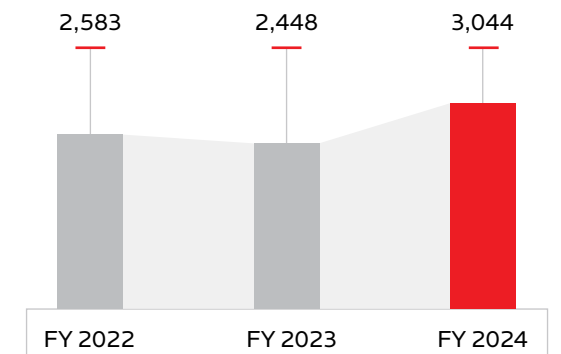
Revenue (₹ Cr)



PAT (₹ Cr)



Networth (₹ Cr)



CHAIRMAN'S LETTER



Dear Stakeholders,

Events affecting over half the world's population have made this a unique year in more ways than one: pivotal elections and geopolitical conflicts are reshaping the business landscape and influencing daily lives. Companies must navigate these disruptions, market volatility and shifting consumer behaviours by rapidly innovating and developing agile strategies.

At Birlasoft, we have prioritized innovation and building trusted partnerships to navigate external disruptions effectively. This commitment has enabled us to close the year with an admirable performance. I am pleased to report robust operating results for the full year reflected in both revenue growth and margin expansion. Our client metrics are healthy, driven by new customer additions and proximity to clients. During FY 2024, revenue grew by 12.7% (excl. Invacare) and EBITDA margin expanded to 15.8%. We concluded the year with a strong financial foundation, and continue to remain sharply focused on disciplined execution and operational efficiency in the face of continued macro uncertainty.

Focused Go-to-Market Strategy Driving Growth

In FY 2024, growth has come from a very concentrated go-to-market strategy, and sturdy performance across markets and industry verticals. We have grown organically among our existing clients across multiple verticals led by BFSI, Manufacturing, and Energy & Utilities. Additionally, we have secured new business across our verticals and markets. We secured a significant renewal in the payments space and an AMS renewal in the insurance space from existing clients. We garnered substantial new business from an existing US-based BFSI client for process integration services. And we won a new JDE rollout engagement in the ERP service line for a major US-based life sciences customer. We were also selected by a Fortune 500 company in the CMT segment to provide integration, enhancement and support for their accounting platform in North America.

These significant deals underscore the trust our clients place in us, and highlight our expertise in delivering exceptional impact for them. By empowering our clients to provide superior experiences to their customers,

we create a ripple effect that amplifies value and drives success across the entire ecosystem.

Nurturing Strategic Partnerships

By adopting a broader and long-term perspective, it is crucial for us to ride the wave of technology-driven growth across markets. We continue to identify new markets and growth opportunities so that we remain competitive in the ever-evolving global business scenario.

We ensure that we have ongoing collaborations with external strategic partners. Technology partnerships are essential for enhancing our capability to serve our clients better and co-create customized solutions. At Birlasoft, we take pride in our collaborations with partners from the global technology ecosystem, integrating optimized capabilities into our clients' digital footprints and systems. These capabilities empower our clients to stay at the forefront of innovation, enhance operational efficiency and deliver exceptional value to their stakeholders.

As a result, our clients place their trust in us to consistently meet and exceed their expectations.

Leveraging Generative AI and Emerging Technologies

As technology permeates every facet of the economy, society and government: geopolitical shifts are also reshaping industries. These changes give rise to different strategic challenges and opportunities. Over and above that, evolving sustainability, compliance and reporting standards necessitate advanced IT and digital technologies. AI advancements are at the forefront of this transformation. Leveraging and transitioning to Generative AI demands additional technological innovation and investment.

Recognising the vast potential of GenAI, Birlasoft has launched its own Generative AI Platform, Birlasoft Cogito: designed to transform enterprises by leveraging Generative AI capabilities. This platform provides tailored accelerators for each phase of an enterprise's GenAI journey, facilitating the exploration, development, implementation and scaling of GenAI solutions. This launch builds on the company's establishment and training of a Generative AI Centre of Excellence in early FY 2024, in partnership with Microsoft.

We have also launched several other tech-based initiatives that have made an effective impact both within our organization and externally:

Skillfolio, a skill transformation program recently won an award for its success in standardizing skill language, integrating talent processes, centralizing skill data, promoting skill fungibility and aligning with career frameworks.

Optimus, a tech transformation program, accelerates talent productivity and efficiency. It aligns with Birlasoft's commitment to scalability: demonstrating possibilities to customers and integrating operations with strategy.

Birlasoft's Public Health Bio-surveillance platform uses technology for real-time disease control insights, offering multiparty, privacy-preserving data collaboration and Generative AI for interactive insights to predict health risks and provide actionable insights on cases, hospitalizations, vaccinations and outbreaks.

Investing in Talent and Embracing Diversity

The investments we have made in technologies of the future as well as talent, will ensure innovative solutions are implemented for the sustained business success of our customers. We continue to invest in

skilling our existing talent base, all the while embracing diversity and inclusion, in order to meet global demand, and expand our talent pool. I must mention that in FY 2024, over 5,50,000 training hours were logged with average learning per person increasing to 51 hours, and 94% of the total workforce engaged in unique training sessions. This also underlines a comprehensive and inclusive approach to skilling initiatives, as well as our endeavours to be the preferred employer.

Purpose-Driven Commitment to Communities

I am delighted to report that at Birlasoft, we continue to be purpose-driven and committed to giving back to society and the communities we engage with. Our CSR efforts focus on the empowerment and enablement of women and children. This annual report covers details of our community impact programs. We strive to make a meaningful impact on the community through our technology programs, education efforts along with rural mental health initiatives. These endeavours are a vital and integral part of our organization.

Strategic action and impeccable timing are imperative, echoing the wisdom of Maya Angelou: "Do the best you can until you know better. Then when you know better, do better." Aligned with this ethos, Birlasoft remains committed to investing in talent, technology and partnerships: to drive innovation and create meaningful impact for our customers.

I sincerely thank each of our shareholders for their unwavering support and confidence as Birlasoft continues to pursue ambitious goals. I eagerly anticipate your continued trust and partnership. Your investment and commitment drive our progress, and we remain dedicated to delivering value and growth.

Warmly,
Amita Birla

CEO & MD's LETTER



Dear Shareholders,

I am deeply grateful for the unwavering trust and confidence you have placed in Birlasoft. Your confidence in our vision fuels our progress.

I am delighted to share that we've achieved considerable progress in FY 2023-24, marked by consistent execution, sustained investments in capability building, and financial discipline. Our strong balance sheet has enabled us to make strategic investments for achieving sustained growth in the future.

Our Stellar Performance in FY 2023-24

We were tested this year by a difficult macroeconomic environment. The global economy continues to face challenges, further intensified by geopolitical tensions that have contributed to increased volatility and disruptions. While technology adoption remained consistent, we observed some shifts in priorities. There was a greater focus on cost optimization and a reduction in discretionary spending, resulting in extended decision-making cycles.

Despite these challenges, we delivered a robust financial and operational performance. This is a reflection of our agile, high-performance, and customer-centric culture. Our consolidated revenue reached \$ 637.2 million, representing a growth of 7.1% in dollar terms and 6.7% in constant currency terms. This was accompanied by an exceptional margin performance, with our EBITDA margin expanding to 15.8%. We've achieved a significant milestone, surpassing the \$ 100 million mark in EBITDA for the first time, reaching \$ 100.9 million, a 20% increase (excl. Invacare) from the previous year. The PAT margin also significantly improved by 490 basis points to 11.8%.

Our deal momentum remained strong throughout the year. We signed contracts totalling a contract value (TCV) of \$ 875 million, encompassing both renewals and net new engagements. While decision-making timelines have been extended, our deal pipeline is stronger than ever. I am confident that our proven execution capabilities will enable us to serve our customers effectively.

We ended the year with a prudent balance sheet and a sharp focus on disciplined execution and operational efficiency. Our cash reserves stood at \$ 209 million, reflecting a 52% increase from \$ 137.3 million in the previous year. With our days sales outstanding (DSO) at an impressive 55 days, we continue to maintain one of the best performances in the industry. Our financial acumen underscores our ability to generate strong cash flows consistently, positioning us well for future investments.

Scaling Capabilities with Pioneering Innovations

This year, we've made significant investments in early adoption of emerging technologies such as Generative AI, thereby bolstering our capabilities to support future growth. Leveraging our expertise across various verticals and our outstanding tech capabilities,

we've developed solutions relevant to our clients' needs.

In July last year, we established a Generative AI Centre of Excellence in collaboration with Microsoft. This centre harnesses the combined strengths of Birlasoft's deep industry expertise and Microsoft Azure OpenAI Service. We initially trained 500 consultants in GenAI technologies and have since expanded this training to include 12,500 team members. We also launched Birlasoft Cogito, a comprehensive GenAI platform equipped with accelerators for each stage of the enterprise GenAI journey, enabling us to deploy GenAI at scale. We have witnessed multiple success stories where we've enhanced our analytical AI with GenAI, resulting in deeper insights and improved decision intelligence.

Another innovative effort has been the rollout of Optimus, our internal technology transformation program. Leveraging GenAI Optimus is designed to streamline and automate processes, enhance growth, and refine our delivery systems. This initiative aims to establish Birlasoft as leaders in emerging technologies, improving employee experiences, and developing a premier talent pool. We firmly believe that these endeavours will strengthen our competitive edge and support our ambitious growth targets.

Leadership Enhancements to Propel Birlasoft

We recognize the importance of a strong leadership team and invested in attracting the industry's best to join our ranks. I am pleased to announce the appointment of Dr. Selvakumaran Mannappan (Selva) as our new Chief Operating Officer (COO). Selva's appointment is pivotal to our ongoing transformation, aimed at focusing on select verticals and service lines and adopting a culture that is more resilient and execution-oriented. We have consolidated our delivery organization under Selva's leadership, aligning closely with our geographical divisions.

I am also delighted to welcome Mr. Manjunath Kygonahally (Manju), as the Chief Executive Officer (CEO) for the Rest Of the World (ROW) region. Manju brings extensive experience in the tech services industry, showcasing exceptional leadership in building enduring client relationships and executing complex digital transformation programs. With our new leadership team in place, we are actively exploring opportunities to expand our geographic presence beyond the Americas.

There have been several other strategic additions across various domains which underscore our commitment to enhancing our service delivery capabilities.

Committed to Sustainable Practices

Our commitment to sustainability and responsible practices is unwavering. We are stepping up efforts to integrate ESG principles across all facets of our business. This includes preserving the planet through environmental initiatives, nurturing an inclusive workplace, and upholding the highest governance standards. Our risk management framework effectively manages diverse risks such as strategic, performance, compliance, and ESG priorities, aligning with ISO 31000:2018 and COSO standards.

We continue to make aggressive investments in upskilling talent to enhance employee development. In August 2023, we launched the skill transformation initiative, Skillfolio, to meet evolving market skill demands and refine our skill taxonomy. Since its inception, Skillfolio has achieved remarkable success, with the skill profiling completion rate growing from 0.23% to an impressive 98% in just three months.

Our commitment to diversity and inclusion is deeply rooted in our core values of coexistence, collaboration, consideration, and care. We are an equal-opportunity employer, and initiatives like BEmpowered, prepare women for senior roles, and Her Voice Unplugged, connects senior women executives globally, are a testament to our efforts. Connect Up and Rendezvous with Verve programs enhance mentoring and DEI awareness across the organization. Our Women Returnship Program and Career Reboot Program support women returning to work after significant breaks, helping them thrive in their careers.

We have received the Great Place to Work Certification for the third consecutive year. Birlasoft also received the Certificate of DivHERsity, placing us among the Top 20 for Most Innovative Practices in Women Leadership Development at the AccelHerate & DivHERsity Awards 2024. These accolades reaffirm our dedication to creating an exemplary workplace where diverse perspectives are encouraged.

We believe in giving back to the society and the communities we serve. Our CSR efforts focus on environmental sustainability and the empowerment of women and children. Our flagship project Shodhan, addressing crop residue burning in Punjab and Haryana, has received multiple

awards for its impact. Project Disha and e-Vidya program aim to provide educational support and enhance digital literacy among underprivileged women and children, preparing them for future success. Our Community Rural Mental Health Program extends mental health awareness and care in rural Odisha. Additionally, our Cyber Safe program educates students and parents on cybersecurity and safe online practices.

Recognized for Excellence

Our endeavours for excellence have been acknowledged by industry-leading analysts such as Gartner, ISC, Avast, and Everest Group, among others. During the year, we were awarded in the "Innovation in Lifesciences" category at the 14th annual Aegis Graham Bell Awards. Furthermore, our annual report received the Platinum Award at the LACP 2022/23 Vision Awards, securing a worldwide #12 ranking and a Worldwide Special Achievement Award for Best In-House Report.

Our leadership team has also been distinguished for their exceptional contributions. Arun Dinakar Rao, our Chief People Officer, was honoured with the "CHRO of the Year - Digital Transformation" and "CHRO Excellence in Agile HR Practices" awards for the Skillfolio Initiative at the 7th CHRO Vision & Innovation Summit & Awards 2024. Our Chief Financial Officer, Kamini Shah, was recognized with the "Best CFO Award for promoting Diversity, Equity, and Inclusion (DEI)" - Large Enterprise at The Economic Times' CFO Awards 2024 and was also listed among the Top 51 most influential women in "The List 2024".

Outlook

As we move forward, we remain committed to creating enduring value for all stakeholders with our unyielding focus on sustainable growth. While we have achieved much, there remains a lot to accomplish. The fundamentals of our business are promising, and we continue to invest in our domain expertise and technological capabilities.

We aim to transform Birlasoft into a truly world-class organization and deliver industry-leading growth. By investing in talent, enhancing our client offerings, and sharpening our Go-To-Market strategy, we've strategically advanced toward our ambition of surpassing the US\$ 1 billion revenue milestone. That's the path we are on, and I seek your support as we proceed on this journey.

Best wishes,
Angan Guha

BOARD OF DIRECTORS



Amita Birla is the Chairman of Birlasoft and Co-Chairman of the CK Birla Group.

A business leader with extensive global experience in successfully leading companies, Amita has led organisational transformation initiatives across the CK Birla Group and Birlasoft: specifically resulting in more strategically-aligned agile teams, enhanced talent processes and stronger brand positioning. She is credited with bringing an inclusive and modern outlook to new as well as legacy businesses of the CK Birla Group, inspiring and encouraging contemporary ways of working and a global mindset.

As Chairman of Birlasoft, she leads the long-term strategy development and implementation at Birlasoft, and drives its continuous evolution into a future-focused, inclusive and employee-centric organisation. Under her leadership,

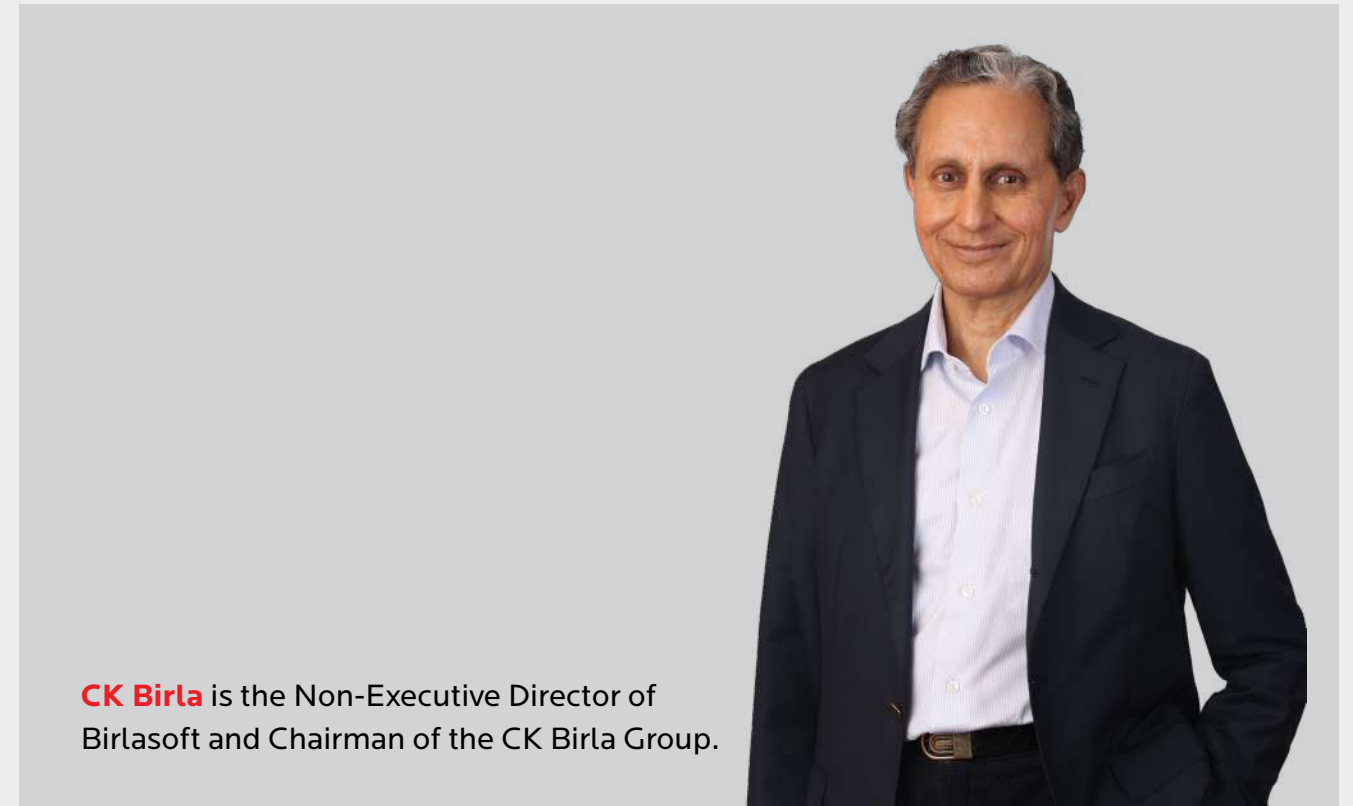
Birlasoft continues to deepen its capability in domain, expand its global footprint and create excellence in service delivery. Her people-focused leadership has catalyzed the introduction of global standards for business and people, not just at Birlasoft, but across the entire spectrum of the CK Birla Group's lines of business.

Amita has been a steady exemplar of entrepreneurial thought, customer-centricity and agility that have been the hallmarks at Birlasoft since its fledgling days, and these continue to be anchoring pillars of the organisation to this day. Her bifocal leadership ensures a focused eye on new-age technologies and emerging opportunities, while holding rightful pride in our legacy and past successes.

As a passionate advocate of clinical excellence and superior patient experience in healthcare delivery, Amita takes a keen interest in the Group's Healthcare business. A part of this passionate involvement is also in service of her commitment to advocate for better healthcare facilities and experiences for women.

Amita and her husband CK are both committed philanthropists, who support social development, healthcare delivery and the advancement of science, technology, education, art and culture through their family foundations and philanthropic initiatives.

Amita is the Chairman of Corporate Social Responsibility Committee and a Member of Nomination and Remuneration Committee.



CK Birla is the Non-Executive Director of Birlasoft and Chairman of the CK Birla Group.

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.

Under CK's brand of transformational leadership, the Group businesses have steadily become more global, infused with a greater ambition and bolder decision-making, applying more entrepreneurial thought around inorganic growth and chasing targeted international expansion. The CK Birla Group businesses are

empowered and enabled to become modern, dynamic, technology-led and contemporary. His sponsorship to leadership development within all his Group businesses enables a seamless continuation of the Group values and ethos.

CK is a member of the governing body of the Confederation of Indian Industry, the Chairman of the board of governors at the Birla Institute of Technology (Mesra), and a member of the Board of Trustees of the Carnegie Endowment for International Peace.

Apart from leading a diverse and dynamic business portfolio, CK is a keen philanthropist committed to social development; the advancement of Science, Technology, Art and Culture

and the preservation of heritage. The philanthropic contributions of the Group manage several science and art museums, temples and an archaeological site, a University and schools. The Group, under the leadership of Chairman CK Birla and Co-Chairman Amita Birla also works to improve the livelihoods of rural and underprivileged communities through its philanthropic outreach.

CK is the Chairman of Stakeholders Relationship Committee.

BOARD OF DIRECTORS



Angan Guha is the CEO & MD of Birlasoft. He provides strategic leadership to Birlasoft, driving significant scale and transformation. Prior to joining Birlasoft, Angan was the CEO for the Americas 2 Strategic Market Unit at Wipro and also served on its Executive Board and Group Executive Council. An Electronics Engineer from the University of Pune, Angan has also completed an executive program in management from the Booth School of Business, University of Chicago.

Angan is a Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee.



Ananth Sankaranarayanan is an Entrepreneur and an Investor in the consumer internet space in India. He is the Founder & CEO of Mensa Brands – India’s largest D2C house of brands with the vision to build tech-led brands from India for the globe. Ananth serves as an Independent Director on the Board of Marico and is an active member of YPO, the Global Community of Young Leaders and Chief Executives.

Ananth is the Chairman of Nomination and Remuneration Committee and a Member of Audit Committee & Risk Management Committee.



Satyavati Berera is the former COO of PwC India and has 40+ years of experience in managing diverse portfolios and playing key leadership roles. She is an Economics Graduate from Lady Shri Ram College, Delhi University, and a fellow member of the Institute of Chartered Accountants of India (ICAI). She qualified as a Chartered Accountant in 1984, joined Price Waterhouse and subsequently became a Partner in 1995 with Price Waterhouse.

She is the Chairperson of Audit Committee and a Member of Corporate Social Responsibility Committee & Risk Management Committee.



Nidhi Killawala's background from the esteemed National Law School of India University, Bangalore, along with her role as a Partner in the Corporate team at Khaitan & Co LLP, showcases her expertise in law. Specializing in corporate transactions like mergers, acquisitions, and venture capital, she's known for navigating complex legal matters. Her experience advising global tech companies demonstrates her understanding of the sector's nuances.

Nidhi has been instrumental in major financing rounds and M&A deals in India, earning recognition as a "Recommended Lawyer" by publications like Legal 500 and Chambers, Asia-Pacific.

Nidhi is a Member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Risk Management Committee.



Manish Choksi is the Non-Executive Vice-Chairman of Asian Paints Limited. He has been associated with Asian Paints Limited since 1992 and has held various positions across Sales, Information Technology, Supply Chain, Chemicals, International Business and HR functions of the Company. He also serves as an Independent Director on the Board of Torrent Pharmaceuticals Limited, Vedant Fashions Limited and MSL Driveline Systems Limited. He is an active angel investor and serves on the Global Advisory Board of Chiratae Ventures, one of India's largest venture capital company. He is a Bachelor of Chemical Engineering and an MBA and MIS from the University of Houston, USA.

Manish is the Chairman of Risk Management Committee and a Member of Audit Committee.

About the CK Birla Group

The CK Birla Group, with a revenue of over US\$ 3 billion, is an Indian multinational conglomerate. With over 35,000 employees, the Group operates 52 manufacturing facilities across India and the world, with a presence in diverse sectors including technology, automotive, home and building, and healthcare.

The CK Birla Group continuously adapts to stay ahead in a changing world. By harnessing technology and investing in people and digital transformation, the Group consistently remains agile and delivers profitable growth. Viewing value creation through a global lens, our companies operate without borders.

The CK Birla Group companies include Birlasoft Limited, GMMCO Limited, National Engineering Industries Limited (manufacturer of NBC Bearings), Orient Cement Limited, HIL Limited, Orient Electric Limited, CK Birla Healthcare Private Limited (CK Birla Hospitals and Birla Fertility & IVF), Orient Paper &

Industries Limited, AVTEC Limited, and Neosym Industry Limited.

Our companies share a common purpose of serving customers, partners and communities to create long-term value through trust-based relationships.

Our Commitment to Our Community

The Trusts supported by the CK Birla Group engage in a range of activities and institutions, across the fields of healthcare, science & technology, education and art and culture.

Our educational institutions include the Birla Institute of Technology (BIT) in Mesra, Modern High School (MHS) and Modern High School International (MHSI) in Kolkata and Rukmani Birla Modern High School in Jaipur.

The Group also runs the G.P. Birla Archaeological Astronomical and Scientific Research Institute, the BM Birla Science Centre, the BM Birla Planetarium, the GP Birla Centre and the Nirmala Birla Gallery of Modern Art.

The Trust hospitals run by the Group are CMRI (Calcutta Medical Research Institute) and BM Birla Heart Research Centre in Kolkata and Rukmani Birla Hospital in Jaipur.

About Birlasoft

Birlasoft is a global leader in Cloud, Artificial Intelligence (AI) and Digital Technologies, supported by 12,500+ professionals. We drive digital transformation for diverse industries empowering customers with innovative solutions in an ever-evolving and dynamic environment.


For us, trust and impact are more than just values; they form the cornerstone of our enduring success, and the reason customers choose to partner with us. We strive to earn the trust of our clients through relentless innovation.

Our strong domain expertise and consultative & design thinking approach enables us to deliver impactful solutions that transform businesses and shape sustainable communities.


We remain committed to investing in our capabilities to propel revenue and profitability. Our go-to-market strategy is driven by a strong growth mindset, showcasing steadfast dedication to creating value for customers, partners, and employees.

The Six Cultural Tenets


Employees are our greatest asset and form the bedrock of our continued growth and success. We strive to create a safe and conducive workplace where employees feel valued and energized to reach their full potential. We are committed to transparency and accountability and have adopted six guiding principles that shape our culture.




Organization First




Customer Centricity




People Centricity



Say-Do Ratio



Be Bold



Quick Decision Making

Industries We Serve

Banking, Financial Services, and Insurance (BFSI)

Embracing the philosophy of "Banking to the Power of Digital", Birlasoft's strategy encompasses core system modernization, business process overhaul, digital technologies and platforms, core infrastructure, data management, and Customer Relationship Management. We cater to key segments, including retail banking, card processing, digital lending and leasing, governance, risk and compliance and Environmental, Social & Governance, advancing the creation of enduring business value for customers.

Birlasoft's Generative AI-powered risk profiling solution enhances precision and reduces false positives by 40-60%.

Birlasoft's Generative AI-powered intelligent document intake solution revolutionizes the insurance industry by streamlining processes for underwriting, claims, and regulatory compliance.



Manufacturing

Birlasoft's Manufacturing bMACH accelerates the transformation journey with tailored, platform-powered solutions. From 'Smart factories' to 'Plants of the future' to 'Artificial Intelligence & Internet of Things driven supply chains', the Company ensures rapid and customized transformations. With engineering excellence, connected products, logistics optimization and more, our comprehensive suite propels organizations into the future with unmatched speed and efficiency.

bSupplyConnect offers real-time visibility of upstream and downstream supply chains, addressing supply chain disruptions in the manufacturing sector.

Energy and Utilities (E&U) & Communications, Media, and Technology (CMT)

With 30+ years of industry expertise, Birlasoft transforms energy and resources businesses into intelligent, secure, and sustainable enterprises. Our solutions enhance operational efficiency, revenue growth, asset lifecycle, and customer experience across upstream, downstream, and midstream segments. We offer Smart Connected Operations, Real-Time Data Management, Asset Management, and more for comprehensive advancement.

Birlasoft's IntelliDrilling solution optimizes vast amounts of data from rigs for faster, safer, and compliant decision-making.

Life Sciences and Services (LSS)

Birlasoft revolutionises the life sciences sector with cutting-edge digital solutions. Our expertise drives rapid innovation, delivers cost-effective therapeutic products, improves customer experiences, and ensures global compliance. We provide end-to-end digital transformation services covering Risk, Safety & Compliance, Sales & Marketing, Manufacturing & Supply Chain, and Research & Development for pharmaceutical and medical technology companies.

Birlasoft's AI-powered solutions act like virtual assistants, streamlining processes for busy field teams and reducing paperwork delays in the MedTech industry.

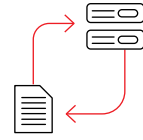
Birlasoft's Public Health Bio-surveillance platform utilizes advanced technology and offers insights on disease control. This facilitates secure, multiparty data collaboration. It also leverages Generative AI to provide meaningful insights on health risks, medical cases, hospitalizations, vaccinations, and outbreaks.

Our Services



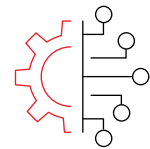
Digital & Cloud

Cloud technology has become omnipresent, transitioning from a mere technology differentiator to a vital catalyst for growth, agility, and exceptional experiences across the entire value chain. At Birlasoft, we aim to be a reliable partner for our customers by providing a customized portfolio of cutting-edge cloud services, strengthened by intelligent automation and a robust partner network, to precisely meet unique business requirements. We develop a relevant portfolio of innovative cloud services, bolstered by intelligent automation and a strong partner ecosystem, to effectively address specific business objectives.



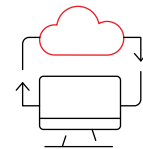
DATS

Our Data Analytics Transformation Services (DATS) empower our clients to extract valuable insights from their data, helping them make well-informed decisions, optimize operations, uncover new opportunities, and drive growth and profitability. Leveraging our expertise in advanced analytics technologies such as machine learning, artificial intelligence, data mining, and predictive modelling, we play a pivotal role in achieving these outcomes.



ERP

In the evolving landscape of digital transformation, we facilitate the seamless integration of business systems with cloud, data, and intelligent technologies to drive success in the digital journey. Our forward-thinking approach and strategic global partnerships with top-tier technology providers including SAP, Oracle, Infor, Microsoft, and Salesforce, enable us to lead impactful transformations in critical business scenarios. With comprehensive enterprise services, we focus on operational aspects such as process execution, product management, marketing, and distribution/supply chain, unlocking maximum value.



ICTS

At Birlasoft, through Infrastructure and Cloud Technology Services (ICTS), we excel in technology consulting and system integration, facilitating transformative change from data centre transformation to cloud migration. Our comprehensive suite of solutions, encompassing IT Digital Workplace Services, Cloud & Data Centre Services, and Cybersecurity Services, empowers our customers to enhance operational efficiency and reduce investment costs.

Artificial Intelligence Offerings

Birlasoft Cogito

Birlasoft introduced a comprehensive Generative AI platform, to empower enterprises to revolutionize their businesses through Generative AI capabilities.

The key functionalities of Birlasoft Cogito include:

Enterprise Transformation

Drives business transformation by integrating innovative solutions, processes, and ideas enabling organizations to improve operations, enhance adaptability, and explore new opportunities.

Business Optimization

Leverages AI, machine learning, and deep learning to enhance supply chain management, predict customer behaviour, and improve product design, resulting in data-driven decision-making and continuous improvement.



Generative AI Centre of Excellence

Birlasoft, in collaboration with Microsoft, established a Generative AI Centre of Excellence to accelerate value creation and innovation in the adoption of Generative AI. The Generative AI Centre of Excellence brings together the combined strengths of Birlasoft's deep industry expertise and Microsoft Azure OpenAI Service to deliver cutting-edge enterprise solutions across industries.

Environmental, Social & Governance (ESG)

Empowering a sustainable future

Our commitment to integrating sustainability and responsible business practices drives us to build an environmentally conscious, socially equitable, and well-governed enterprise.

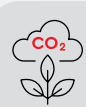
Reducing our environmental footprint

Given the nature of our product offering, our environmental impact is relatively lower, however, the Company strives to minimise its carbon footprint by monitoring and reporting its environmental impact.

Goals & Commitments

Green House Gas (GHG) Emissions

- Reduce carbon emissions through business operations
- Adopt energy-efficient solutions
- Move towards renewable energy



Electricity & Energy

- Overall energy reduction
- Enhance renewable energy usage and adoption of electric vehicles



Waste Management

- Zero waste to landfill
- Adopt the concept of 3Rs circularity (reduce, reuse, recycle)
- Ban on single-use plastics



Water Management

- Manage, recycle & optimize the water consumption practices effectively



Key initiatives

Emissions Management

In FY 2023-24, Birlasoft has identified various activities, including those related to its supply chain, and calculated Scope 1, 2 & 3 GHG emissions across its business operations. The goal is to become carbon neutral by FY 2040 and achieve net zero target by FY 2050.

8,427 MT CO₂e

Total GHG emissions

(Scope 1 - 158 MT Co₂e,

Scope 2 - 3,570 MT Co₂e,

*Scope 3 - 4,698 MT Co₂e)

*Scope 3 - Partially covered

- Scope 1 (Direct)
- Scope 2 (Indirect - Electricity)
- Scope 3 (Indirect - Fuel Consumption)



Energy Management

The Company is dedicated to increase its Renewable Energy (RE) share in the total energy mix by adopting the Power Purchase Agreement (PPA) model for solar and wind energy.

The widespread use of LED lights and solar panels contributes significantly to the efficient utilization of RE. The Company has upgraded its UPS systems and solar water heaters which has reduced energy consumption and costs. The cutting-edge Building Management System (BMS) now regulates the air conditioning.



Linkage with UN SDGs



Water Management

Birlasoft ensures compliance with applicable environmental laws, regulations, and state guidelines on water management. To optimize water usage, the Company frequently monitors and analyses – water withdrawal, wastewater generated, wastewater recycled/reused, and wastewater discharged.

Linkage with UN SDGs



84%
Water recycled

THE COMPANY'S LOCAL OFFICES ARE NEARLY ZERO LIQUID DISCHARGE



Waste Management

Birlasoft acknowledges its responsibility towards efficient waste management. All the waste generated is safely disposed of through authorized vendors for recycling, reuse, or safe disposal as per the respective State Pollution Control Board (SPCB) guidelines and standards.

The Company prioritizes waste avoidance and ensures proper segregation, handling, transportation,

and disposal. At all office locations, waste is categorized into hazardous and non-hazardous at the source.

In FY 2023-24, the following categories of waste were generated and managed appropriately through certified vendors:

- **Hazardous Waste:** E-waste, Used batteries, Waste oil and DG filters.

- **Non-Hazardous Waste:** Plant waste, Food waste, Paper waste, Ferrous scrap, Non-Ferrous scrap, Wooden scrap, Municipal waste, and Plastic waste.

Linkage with UN SDGs



99.4%
Hazardous waste recycled (the remaining 0.6% is in process to be recycled)

51%
Non-hazardous waste managed (recycling and reuse)

Enterprise Risk Management (ERM)

Birlasoft's ERM framework addresses the key risks, including strategic, performance, compliance, and ESG priorities, and is aligned with ISO 31000:2018 and COSO standards. ERM 2.0 integrates with business units through a top-down approach, ensuring defined ownership and timelines. The risk assessment process includes grading risk velocity, which supports informed strategy-setting and governance oversight.

Linkage with UN SDGs

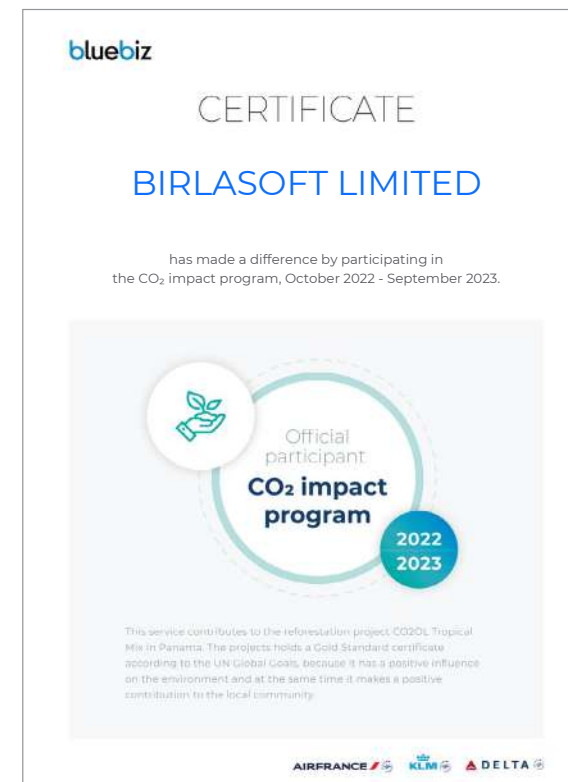


Awards & Accolades

- Recognized as the ESG Champions of India 2024, a prestigious honour bestowed upon companies leading the charge in Environmental, Social and Governance (ESG) practices by Dun & Bradstreet
- Recognized as an official participant of CO₂ Impact Program 2022-23 to fuel Panama's "CO2OL Tropical Mix" reforestation project



- Honoured in the Transport Management Category at the iNFHRA 8th Edition Workplace Excellence Conference & Awards 2023-24, for the second consecutive year
- Recognized in the Sustainability Category at the iNFHRA 8th Edition Workplace Excellence Conference & Awards 2023-24
- Birlasoft Pune campus was awarded in the Garden Landscaping category at the 42nd Annual Gardening Awards Ceremony by the Pune Municipal Corporation



Empowering Diversity, Equity & Inclusion (DEI)

Our commitment to DEI is grounded in our core values of coexistence, collaboration, consideration, and care. Birlasoft is actively advancing DEI with its multi-dimensional initiatives and nurturing a diverse workforce for organizational success.

Today, DEI is crucial for all organizations. Prioritizing diversity is essential for creating a fair and conducive workplace where every individual can thrive. An inclusive environment enhances innovation, as varied perspectives lead to better problem-solving and improved

outcomes. Additionally, it promotes higher employee engagement and retention, boosting productivity.

Birlasoft has established a DEI Council to promote an inclusive culture by implementing policies, procedures, initiatives, and Employee Resource

Group (ERG) activities. The DEI charter focuses on affirmative hiring, sensitization for culture building, and development & retention, aiming to minimize bias, promote inclusive practices, and advance equality.



Diversity at Birlasoft focuses on:



Affirmative hiring has achieved a gender mix of 33%. The Company targets diverse groups at all hiring levels. For campus recruitment, partnerships with gender-specific campuses have led to batches with up to 90% women graduates.

The Company focuses on being an equal opportunity employer, emphasizing merit-based employment regardless of race, color, religion, gender, ethnicity, sexual orientation, age, nationality, disability, genetic information, veteran status, marital status, political affiliation,

socio-economic status, or any other characteristic protected by the law. Rigorous human resource processes for promotions, compensation reviews, and performance management ensure equity for all employees, with a focus on objectivity, transparency, and fairness.

Key initiatives

BEmpowered

A women's leadership program designed to groom female leaders for senior roles. The program encompasses self-paced courses, live masterclasses, skill-building and group coaching sessions.

33

Women graduated in FY 2022-23

36

Women enrolled in FY 2023-24



Her Voice Unplugged

A platform for senior women executives to connect, inspire, learn, and bond personally and professionally.

30

Sessions conducted

1,000+

Women covered since FY 2021-22

Connect Up

An early-stage career mentoring program for women involving interactive and groundbreaking conversations around career aspirations.

1,500+

Women covered since FY 2021-22

Rendezvous with Verve

A sensitization platform wherein CXOs and senior leaders openly discuss DEI and collaborative ways to achieve organizational goals.

1,500+

Employees covered since FY 2021-22

To support women restarting their careers, Birlasoft launched:

Women Returnship Program

Helping returnees after maternity leave resume work and acquire new skills.

Career Reboot Program

Aiding women in meaningfully reviving their careers after a break.

Other notable initiatives include innovative financial practices like the total rewards program and continuous performance enablement to ensure fairness and equity. Our DEI strategies are integrated into recruitment, performance management, training, and other processes.



Awards

- Recognized by Synchrony with the “Best Diversity Growth Award” at the 'Path To Parity' event
- Received Certificate of DivHERsity in Top 20 Most Innovative Practices (Women Leadership Development) at the AccelHerate & DivHERsity Awards 2024



- Birlasoft's Chief Financial Officer, Kamini Shah, was honoured with the “Best CFO Award for promoting Diversity, Equity, and Inclusion (DEI)” - Large Enterprise at 'The Economic Times' CFO Awards 2024'
- Sarika Saini, Sr. Director HR, and DEI Leader recognised amongst Top20 DivHERsity Champions (Large Enterprises) at the AccelHerate & DivHERsity Awards 2024

Birlasoft
Shines at 'Path To Parity' with the Diversity Growth Award

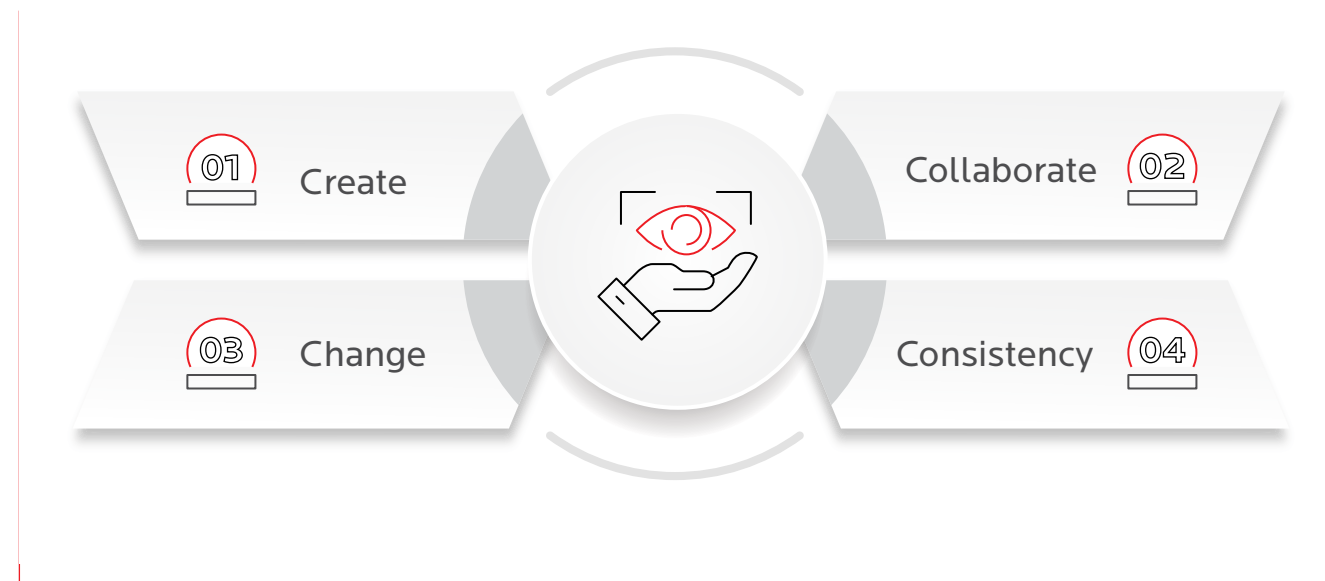


Corporate Social Responsibility (CSR)

Promoting Holistic Development of Communities

Birlasoft strives to create a positive impact on society by providing economic, social, and environmental benefits to the society. Through its CSR initiatives, the Company meaningfully contributes to sustainable economic development, aligning its corporate goals with the broader community goals.

CSR Vision



Focus Areas

Birlasoft is committed to giving back to society and the communities in which it operates. The Company's programs are driven by three key themes:

 Environmental Sustainability: Focuses on maintaining air, water, soil quality and ecological balance.	 Women and Child Development: Focuses on education, health and hygiene, scholastic development of children from socio-economically weaker sections, empowerment and enablement of women through education and skill development initiatives.	 Disaster Management: Supports disaster response efforts by contributing through joint efforts with civil society, activist groups, the government, and the corporate sector to enhance national resilience.
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CSR Programs

Project Shodhan

Birlasoft's flagship, award-winning Project Shodhan, launched in 2017, focuses on reducing crop residue burning in the villages of Indian states of Haryana and Punjab. The project educates farmers on alternative farming practices to prevent stubble burning. Birlasoft has received five awards for Project Shodhan in the past five years. As per the Impact Assessment report, Project Shodhan has enhanced agricultural productivity, fostered economic empowerment, and contributed to conservation of environment by controlling air pollution. Lately, Birlasoft has collaborated with the CII Foundation to study the impact of in-situ paddy straw management using innovative machinery on soil quality and health.

16
Villages covered across
11,600
acres of farmland,
benefiting
1,800+
farmers



Project Disha

Project Disha supports the education of underprivileged children and aspiring women from marginalized communities. The Project provides soft skill trainings, corporate exposure visits and mentorship to the associated scholars.

1,100+
Beneficiaries



Project e-Vidya

e-Vidya program is designed to enhance digital literacy among women on the emerging IT technologies, along with career guidance and operational skills training, preparing them for success in the corporate world.

170+
Women trained and certified



Project Cyber Safe

Project Cyber Safe raises cybersecurity awareness among children, parents and teachers through hands-on training and education on safe online practices, cybercrime reporting, identity theft, cyberbullying and cyberstalking.

6,000+ hours
Training provided
1,800+
Students trained
1,100+
Parents and teachers trained



Community Rural Mental Health Program

In collaboration with 'The Live Love Laugh Foundation', this program promotes mental health awareness and provides essential care to Persons With Mental Illness (PWMI) by offering free psychiatric treatment and rehabilitation services, thereby establishing a sustainable model for prevention and treatment.

4,000+
Individuals benefited
8,000+
Caregivers benefited



Employee Volunteering Program

BforCe enables employees to contribute to society as per their interests. Birlasoft organizes various drives, regular community connects and awareness sessions on lifestyle requirements through volunteers. Employees help in capacity building through mentorship and guidance.

- 'Joy of Giving' connects employees with NGOs and marginalized communities.
- 'Gift a Smile' initiative promotes community collaboration.
- 'I-Pledge' focuses on women's health. Under this initiative, Menstrual Hygiene kits are donated to underprivileged women along with awareness sessions.
- 'Miles for Smiles', a Fund-Raising initiative targets societal well-being.

28
Activities conducted
1,700+
Volunteers participated
6,400+
Beneficiaries



Awards

Birlasoft won in the "Innovation in Lifesciences" category at the 14th Annual **Aegis Graham Bell Awards**



Birlasoft is **Great Place to Work Certified** for third time in a row



Birlasoft's Chief People Officer Arun Dinakar Rao honoured with "CHRO of the Year - Digital Transformation" Award and "CHRO Excellence in Agile HR Practices" Award for the Skillfolio Initiative at **7th CHRO Vision & Innovation Summit & Awards 2024**



Birlasoft's Chief Financial Officer Kamini Shah recognized in **"The List 2024"**, amongst Top 51 most influential women



Birlasoft's Customer Success Officer, Heather Bunyard, honoured as the Women's Advocate Bronze Luminary at the **ISG Women in Digital Awards 2023**



Birlasoft-on-Air won Gold at the prestigious **E4M Golden Mike Awards 2023**



Birlasoft's VINCI platform received Special Jury Award at the **TOPS (Team Oriented Problem Solving) Convention 2023**, hosted by the Indian Society for Quality (ISQ)



Birlasoft's Energy & Utilities and Educational Institute solutions recognized among the Top 5 Winning solutions in the **Power Platform Design Thinking Workshop by Microsoft India**



Birlasoft's Annual Report conferred with Platinum Award at **LACP 2022/23 Vision Awards**, with worldwide #12 ranking. Also, won Worldwide Special Achievement Award for Best In-House Report



Analyst Recognitions

Gartner recognized Birlasoft as a "Niche Player" in its Magic Quadrant report on Cloud ERP Services for Service-Centric Enterprises

Birlasoft recognized as a "Leader" and "Rising Star" in SAP Ecosystem Provider Lens report

Birlasoft recognized as a "Leader" in ISG's Provider Lens report on Salesforce Ecosystem

Birlasoft positioned as a "Disruptor" in Avasant's High-Tech Industry Digital Services 2023-2024 RadarView

Birlasoft positioned as a "Disruptor" in Avasant's Data Management and Advanced Analytics Services 2023 RadarView study

Birlasoft positioned as a "Product Challenger" by ISG in 'Enterprise Asset Management - North America' and 'Next-Gen IT/OT Services - Europe' quadrants

Birlasoft recognized as a "Product Challenger" in ISG's Manufacturing Industry Services and Solutions 2023

Birlasoft recognized by ISG in its Provider Lens Competitive Benchmarking study on Oracle Cloud and Technology Ecosystem in multiple quadrants across US, Europe and Brazil as a "Rising Star, Product Challenger and Market Challenger"

Birlasoft recognized as a "Disruptor" in Avasant RadarView report on Tech-enabled Sustainability Services

Birlasoft recognized as a "Major Contender" in Everest's Life Sciences Smart Manufacturing Peak Matrix report 2023

Birlasoft recognized as a "Product Challenger" by ISG in its Analytics Services 2023 Provider Lens Study

Birlasoft recognized by ISG as a "Product Challenger" in its Intelligent Automation 2023 Provider Lens Study

Birlasoft recognized by Avasant as a "Disruptor" in its RadarView report on Hybrid Enterprise Cloud Services

Birlasoft featured as a "Disruptor" in Avasant's Life Sciences Digital Services 2024 RadarView™ report

Birlasoft recognized as a "Disruptor" in Avasant's Oracle Cloud ERP

Birlasoft received the **Frost & Sullivan 2023 Global MES in Healthcare and Life Sciences Customer Value Leadership Award**

Birlasoft positioned as a "Leader" in Next-Gen ADM Services 2023 ISG Provider Lens™ Study for 'Continuous Testing Specialists' quadrant in the US region

Birlasoft positioned as a "Leader" in Oil and Gas Industry - Services and Solutions 2023 ISG Provider Lens™ Study in the North America region for the 'Data Management and Cloud Computing' and 'Next-Gen IT/OT Services' quadrants

Management Discussion and Analysis

Economic Review

Global Economy

The global economy continued to face headwinds during the period under review, reflecting both a volatile geopolitical environment as well as inflationary conditions resulting in elevated interest rates. As per the International Monetary Fund (IMF), global economic growth is estimated to be 3.1% in the Calendar Year (CY) 2023, a deceleration from 3.5% in 2022. Despite several major economies demonstrating remarkable resilience, underlying risks and vulnerabilities persist due to escalating geopolitical conflicts, volatility in energy and food markets, and higher-for-longer interest rates, which continue to put pressure on discretionary spending and private capex. Furthermore, the disruptions in the Red Sea route pose a risk of intensifying fears of a global supply chain crisis. Amid these challenges, there is a silver lining as global inflation appears to be receding faster than expected, declining from 8.7% in 2022 to 6.8% in 2023. It is expected to further decrease to 5.8% in 2024 and 4.4% in 2025. Core inflation also appears to be on a downward trend.

The US economy has experienced the strongest recovery among major economies and its GDP growth rate increased from 1.9% in 2022 to 2.5% in 2023. The resilience of the US economy and swift containment of a looming banking crisis have contributed to this recovery. The European Union (EU) has also shown fortitude in navigating through unprecedented shocks arising from the prolonged Russia-Ukraine war. Although its GDP growth rate contracted from 3.6% in 2022 to 0.6% in 2023, the EU managed to avoid a recession in 2023. Several Emerging Markets and Developing Economies (EMDEs) have outperformed initial projections in 2023. The IMF has estimated a growth rate of 4.7% for Asia in 2023, with India and China playing a major role. In China, higher spending on disaster recovery and resilience initiatives supported growth, while in India, robust domestic demand led to an upward revision in the growth estimate.

The global economy is expected to sustain its resilience in 2024. The IMF forecasts a global growth of 3.1% in 2024, with a slight uptick to 3.2% in 2025. Advanced Economies (AEs) are projected to slightly decelerate from 1.6% in 2023 to 1.5% in 2024, while EMDEs are expected to maintain a growth rate of 4.1% in 2024. Asia is expected to again contribute significantly to global growth in 2024, echoing its impact in 2023.

At the same time, major economies and markets where Birlasoft derives much of its revenues from, such as the US and the UK, are heading towards general elections. Such events, combined with

the prevalent macro-economic conditions, add to the atmosphere of uncertainty. This is likely to have some medium-term effect on business sentiment and demand trajectory.

Indian Economy

In the midst of a volatile global economic environment, India stands as a symbol of optimism, maintaining its position as the world's fifth-largest economy and expected to continue leading as the fastest-growing major economy. As per the Second Advance Estimates of National Income FY 2023-24, India's GDP growth remained strong at 7.6% in FY 2024 as against 7.0% in FY 2023, supported by buoyant domestic demand, moderate inflation, a stable interest rate environment, and strong foreign exchange reserves. The Index of Industrial Production (IIP) shows that the output of India's industry grew by 6.1% in the first three quarters of FY 2024 compared to 5.5% in the corresponding period of last year.

CPI inflation is on a downward trajectory and eased to 5.09% in February 2024 from 5.69% in December 2023 and 6.44% in February 2023. Headline inflation is expected to gradually decline to the target although it remains volatile due to repetitive food price shocks. The Reserve Bank of India maintained the policy repo rate at 6.50% and has retained CPI inflation forecast at 5.4% for FY 2024.

India's economic outlook remains positive, supported by stronger consumer demand, increased capital expenditure, and enhancements in both physical and digital infrastructure. Private and government investments are expected to be the primary drivers of economic growth during the current year, backed by improving prospects of rural consumption due to the easing of inflation, increased spending in an election year, and proactive government policy measures. The Interim Budget 2024-25 reflects the government's continued focus on infrastructure development, economic stability, sector-specific developments, environmental sustainability and strategic global positioning. It sets the foundation for the vision of a 'Viksit Bharat' (Developed India) by 2047.

Industry Review

Indian IT Services Industry

India's technology industry is at the forefront of economic progress, leading digital transformation in the country as well as globally. The industry remained resilient in the face of macro uncertainty as

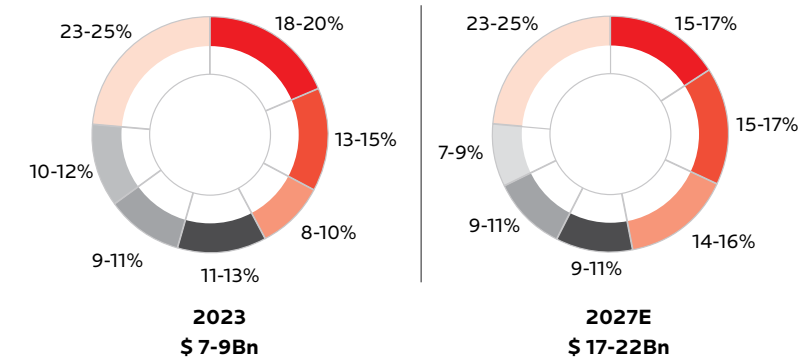
enterprise software and IT services demand sustained, driven by large-scale cost optimisation and automation deals. According to NASSCOM, the Indian technology industry's revenue (including hardware) is estimated to have reached \$ 254 billion in FY 2023-24, registering 3.8% year-on-year (y-o-y) growth. India remains a preferred destination for global outsourcing of technology services, with its share in global sourcing estimated to be ~57-58%. It is poised to maintain its strong position in global sourcing of IT services, supported by its robust talent pool, dynamic ecosystem, and mature IT environment. Technology exports are poised to achieve a milestone of \$ 200 billion, marking a 3.3% y-o-y growth. The domestic technology sector is estimated to have surpassed \$ 54 billion, demonstrating a y-o-y growth of 5.9%. Manufacturing, Retail, and Healthcare emerged as the key growth markets for the industry.

NASSCOM Annual Enterprise & Tech Services CXO Survey 2024 indicates growth momentum for 2024, particularly in sectors such as BFSI, telecom, media and entertainment, and hi-tech, which are leading digital spending. Technology providers anticipate continued growth in FY 2025, supported by increased tech spending. Export of software products are estimated to have grown by 1.8% y-o-y in FY 2023-24 as customer enterprises

continue their investments in communication and collaboration, cybersecurity, and content management solutions. As per NASSCOM Strategic Review 2024, the export of IT services is estimated at 2% in FY 2023-24 y-o-y driven by the growing need for infrastructure management and networking services in distributed environments, cloud-based software testing services, and consulting services. While this is more reflective of larger firms, some mid-sized firms are likely to perform better on the growth front.

Generative AI (GenAI) remains a key priority for most organisations with data summarisation, assisted problem solving, code generation and translation being some of the focus application areas. The global AI market is expected to reach \$ 320-380 billion by 2027 with GenAI expected to contribute ~33%. The financial sector will continue to be the highest contributing sector followed by media & entertainment. India's AI market is projected to expand in line with the global market, with a focus on the financial sector as the primary investor. The technology sector is also expected to increase spending in India in the coming years. Birlasoft has been an early-adopter of GenAI and the Company has already developed multiple use cases and solutions across clients as well as fourth generation capability and multimodal solutions.

AI market size forecast in India (2023-2027)



Source: BCG- Nasscom

Global AI market size forecast by Industry (2023-2027)

	% of overall AI market	2023		2027E
	Financial	30%		27%
	Media	15%		14%
	Government	13%		14%
	Manufacturing	13%		12%
	Healthcare	5%		9%
	Tech	9%		8%
	Others	15%		17%

Consequently, demand for AI talent in India is expected to grow at 15% CAGR by 2027 to serve the AI market. The Indian technology industry is expected to add 60,000 employees to its vast talent reservoir, bringing the total employee base to 5.43 million in FY 2023-24. With an annual influx of 2.5 million Science, Technology, Engineering, and Mathematics (STEM) graduates, India's rich talent pool in software engineering is attracting enterprises to outsource IT services to the region.

Favourable demographic trends and the imperative for India to craft a compelling global brand narrative for its IT capabilities are among the key markers shaping its trajectory. Leveraging its Information Technology prowess, capacity to supply talent on a large scale, and enhanced service offerings, India is strategically positioned to seize a significant share of the global IT services sourcing market in the coming years. Furthermore, the government's focus on infrastructure and policy support to build an ecosystem fostering innovation and emphasis on skill development and research through various initiatives and budgetary allocations in the Interim Budget 2024-25, should aid the growth of the Indian IT service industry. The government's flagship programme 'Digital India', with the vision of transforming India into a digitally empowered society and a knowledge-based economy, plays a key role in transforming India into a 'Global Digital Talent Hub'. In February 2024, the Indian government launched 'Digital India FutureLABS'. Focusing on key growth areas such as Computer, Communication, Automotive & Mobility, Strategic Electronics, and Industrial IoT, the FutureLABS initiative will play a critical role in harnessing futuristic technologies, such as AI, Big Data, and Quantum Computing, heralding a transformative era in Indian research and development.

Company Overview

Incorporated in 1990, Birlasoft Limited ("Birlasoft" or "the Company") is a leading global IT services and solutions provider. It has established itself as a reliable partner for facilitating the business and digital transformation of its customers across diverse sectors globally. Leveraging a blend of domain expertise, enterprise capabilities, and emerging technologies, the Company reimagines business processes for customers and their ecosystem. Birlasoft has service capabilities across industry verticals, including Manufacturing, Energy & Utilities (E&U), Banking, Financial Services & Insurance (BFSI), and Lifesciences & Services. It distinguishes itself from other industry players by providing unparalleled comprehensive end-to-end solutions and services to its clients on the back of its capabilities across the key service lines of Digital & Cloud, Data & Analytics, ERP, and Infrastructure Management Services (IMS) including Cloud technology.

Birlasoft is a part of the CK Birla Group, a diversified \$ 3 billion conglomerate boasting a global workforce of over 35,000

employees and operating 52 manufacturing facilities worldwide. The Group operates across diverse sectors, including technology, automotive, home and building, healthcare and education. The CK Birla Group companies are bolstered by shared guiding principles emphasising long-term value creation, establishing trust-based partnerships, and contributing to the welfare of society. Each business is evolving to leverage the collective strength and synergies of the Group's extensive scale and reach.

Birlasoft has successfully positioned itself as a leading player in the Indian IT Services and Solutions industry, with an extensive array of offerings and capabilities. With a presence spanning the United States, Europe, Asia-Pacific, and India, the Company has a structured approach to global delivery, leveraging a wide range of innovative solutions and service frameworks. In a dynamic market environment, the Company remains attentive to evolving customer requirements and acts promptly to deliver ever-increasing value to its clientele.

The Company's strategies revolve around fostering growth through expanded and tailored domain-focused tech capabilities, emphasis on specific industry verticals, and service offerings, and nurturing an organisational culture that prioritises innovation and exceptional service delivery to customers. By capitalising on its expertise in platforms and processes such as SAP, Oracle, J.D. Edwards, Microsoft, Amazon Web Services (AWS), Google Cloud, Salesforce.com, and ServiceNow, among others, the Company has successfully created a client base that includes some of the largest corporations in their segments. At the same time, Birlasoft has also taken measures to rationalise its customer base and focus on high-potential scalable accounts. The Company's active Client Count was 259 at the end of FY 2023-24, reflecting sustained rationalisation of its client base. The Company has also enhanced its capabilities in emerging technologies such as Robotic Process Automation (RPA), Machine Learning and GenAI. Its delivery capabilities and ability to stay abreast of emerging technologies enabled it to maintain long-standing relationships with several marquee clients.

Operational Highlights: Focused on Execution, Investing for Long Term Growth

During the year under review, Birlasoft made significant progress on its growth agenda and priorities. This includes building a team that excels at execution, fostering a culture that drives greater accountability and swifter action, and expanding its operating margin while maintaining its superior DSO that drive better cash flows. It also entails creating or scaling up capabilities that will drive future growth. An example of that is, Birlasoft's early adoption of emerging technologies like GenAI. The Company is using its specialised domain expertise within each of its verticals and sub-verticals and, together with its tech capabilities, it is creating offerings that are very relevant for its global customers.

During FY'24, Birlasoft established a Generative AI Centre of Excellence in collaboration with Microsoft. The Company has had a long-standing partnership with Microsoft which has been further strengthened over the course of the year under review. The strategic initiative aims to accelerate value creation and foster innovation in the adoption of GenAI, to deliver cutting-edge enterprise solutions across industries.

Birlasoft also launched its GenAI Platform Cogito during the year under review. Birlasoft Cogito has been strategically crafted to empower enterprises to revolutionize their businesses through GenAI capabilities. With accelerators tailored for every stage of the enterprise GenAI journey, from exploration to implementation and scale, Birlasoft Cogito streamlines and expedites the development and implementation of GenAI solutions for enterprises through pre-built tools, libraries, and frameworks. The introduction of this new comprehensive GenAI platform builds upon the establishment of the Company's Generative AI Centre of Excellence in collaboration with Microsoft, with most of its consultants now trained on GenAI.

As it enhances its already robust Cloud capabilities, the Company launched bCloud+, an end-to-end solution during FY'24 to help enterprises migrate on-premises Oracle JD Edwards instances to Oracle Cloud Infrastructure (OCI). Birlasoft's bCloud+ services offering architecture has been engineered to ensure smooth adoption of JD Edwards on OCI with minimal business disruption and ongoing maintenance of the JD Edwards instance. The bCloud+ services help enterprises drive agility and reduce their IT spends through a simplified and predictable flat fee pricing structure, leading to reduced Total Cost of Ownership (TCO), while guaranteeing 99.9% cloud infrastructure uptime.

Among other partnerships during the year, Birlasoft joined hands with Cisco to drive network transformation for its customers.

In May 2024, the Company attained Amazon Web Services (AWS) Migration Consulting status. As an AWS Advanced Tier Services Partner, Birlasoft has demonstrated extensive technical proficiency and professional services excellence in guiding businesses through every stage of migration on AWS, from initial discovery and planning to migration and ongoing operations. This most recent AWS Migration Consulting Competency status underscores Birlasoft's expertise in helping enterprise customers migrate applications and legacy infrastructure to AWS, evident through several successful client solutions across diverse industries.

The Company has also undertaken initiatives to strengthen its front-end market-oriented team as well as the operational team driving its delivery and practice lines. As a result, Birlasoft now has a significantly reinforced leadership bandwidth through the induction of several new leaders during the year under review. This includes

the onboarding of a CEO for the Rest Of the World (ROW) region, who is responsible for all business and strategic growth initiatives in the ROW region, encompassing all regions outside of the Americas, and the induction of a Chief Operating Officer (COO), who will oversee Global Delivery and Operations, Service Lines, the CTO/CISO functions, Managed Services, and Business Excellence. The Company also inducted a new Chief Financial Officer, who comes with a proven track record of driving financial transformation and profitability at scale, to further strengthen its financial operations. These leaders have extensive experience at Tier-1 IT services firms and bring a wealth of expertise and a global perspective. The revamped team along with a restructured organisational structure is expected to facilitate greater synergies, efficiencies, predictability, and enhanced customer-centricity.

Birlasoft's robust operating performance through the financial year under review also reflects its sustained execution of multiple sales and efficiency initiatives. One such initiative, Optimus, is an internal technology transformation program that was rolled out across Birlasoft during FY'24 and will continue to run over the course of the next couple of years. The Company has undertaken this initiative to scale itself profitably as it pursues next-gen organisation capabilities. This strategic business transformation programme is centred on the Company's next phase of profitable growth, aiming to streamline and expand its operations through analytical AI and GenAI. It will simplify and scale the Company's processes, with automation at the core. Moreover, this initiative is expected to enable Birlasoft to industrialise its delivery processes, emerge as the preferred partner in emerging technologies, enrich employee experiences, and cultivate a best-in-class talent pool.

Financial Overview

FY'24 has been a year of robust operating performance for Birlasoft, characterized by strong revenue growth and increase in bottom-line.

The Company's financial performance during the year reflects the discontinuation of revenue contribution from the last quarter of the preceding financial year from Invacare Corporation (Invacare), a US-based customer that had to file a petition for relief under Chapter 11 of Bankruptcy Code in the US Bankruptcy Court. As a consequence of that, the Company had to make a one-time provision in FY'23 amounting to about ₹ 1,510 million against the outstanding receivables and contract assets pertaining to that customer. During the year under review, the Company's consolidated financials reflect (1) the receipt of \$ 2 million for Disengagement Services ending on May 31, 2023 in line with the Settlement and Mutual Release Agreement that the Company's wholly-owned subsidiary Birlasoft Solutions Inc. had entered into with Invacare in the first quarter of FY'24, and (2) the receipt of \$ 2 million relating to an insurance claim that was made with regard to the erstwhile Invacare engagement.

Financial Performance FY 2023-24

Particulars	(in ₹ million)	
	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Operations	52,781	47,948
Employee benefits expense	30,483	28,131
Other expenses	13,936	14,612
Total expenses	44,419	42,743
Earnings before interest, tax, depreciation & amortization (EBITDA)	8,362	5,205
Depreciation and amortization expense	850	823
Earnings before interest & tax	7,512	4,382
Other income (Net)	1,035	228
Finance costs	199	186
Profit Before Tax (PBT) from continuing operations	8,348	4,424
Tax expense	2,110	1,108
Profit After Tax (PAT)	6,238	3,316

For the year under review, the Company has reported consolidated revenues of ₹ 52,781 million, representing a growth of 10.1% over the preceding financial year. In dollar terms, consolidated revenue increased to \$ 637.2 million, which is a growth of about 7.1%. However, if the contribution from Invacare in FY'23 is excluded, then the revenue growth for the year under review would be much better at about 12.7% in rupee terms and 9.5% in dollar terms. This growth was driven by a combination of new deal ramp ups as well as better existing account mining. Top 5, 10 and 20 customers now contribute 35.4%, 52.1% and 64.8% respectively to overall consolidated revenue.

Consolidated EBITDA for the year increased 60.7% y-o-y to ₹ 8,362 million, implying an EBITDA margin of 15.8%. Even after excluding, that is adding back, the afore-mentioned one-time Invacare related provision made in FY'23, the Company registered a strong growth of 24.5% in EBITDA during FY'24. As a result, Birlasoft has reported 88.1% rise over the preceding year in Profit After Taxes (PAT) for the year under review to ₹ 6,238 million.

Growth during the year was broad-based, with most verticals and service lines registering a y-o-y increase, led by Banking, Financial Services and Insurance (BFSI) among verticals and Digital & Cloud among service lines. In dollar terms, the BFSI vertical grew by 15.6% during the year under review, while Manufacturing grew 8.0% and Energy & Utilities grew 7.2%. The Lifesciences vertical witnessed some decline, mainly reflecting the discontinuation of revenues from the erstwhile Invacare engagement. Among service lines, the Company's Digital & Cloud business recorded a growth of 20.4% over the preceding financial year, while Data & Analytics

de-grew 1.4% and the Infra and ERP businesses grew by 7.6% and 2.3% respectively.

Birlasoft's balance sheet remains strong, and it continued to enjoy among the best Days of Sales Outstanding (DSO) metrics in the industry at 55 days during the year, which reflects its ability to consistently generate strong cash flows. For FY'24, the Company's operating cash flow has been about 86% of EBITDA. Consequently, consolidated cash & cash equivalents rose to ₹ 17,447 million by the end of FY'24, an increase of almost 55% y-o-y.

Analysis of the Consolidated Profit and Loss Statement

Revenue

The Company's consolidated revenue for the financial year under review (FY 2023-24) stood at ₹ 52,781 million as against ₹ 47,948 million in the preceding year, registering a growth of 10.1%. This growth demonstrates the Company's ability to mine existing accounts, win incremental business, and execute on them. The Company's Other income (net) grew from ₹ 228 million in FY 2022-23 to ₹ 1,035 million in FY 2023-24. This increase in Other Income is due to receipt of insurance claims pertaining to the erstwhile Invacare engagement and higher income from investments.

Expenses

Total expenses of the Company increased by 7.7%, from ₹ 41,233 million (excl. Invacare) in FY 2022-23 to ₹ 44,419 million in FY 2023-24. This was driven by higher employee benefit expenses, reflecting compensation revisions and promotions rolled out to employees both in India as well as other global locations.

Employee benefit expenses increased by 8.4% during the year, rising from ₹ 28,131 million in the previous year to ₹ 30,483 million in FY 2023-24. Other expenses grew from ₹ 13,102 million in FY 2022-23 to ₹ 13,936 million in FY 2023-24, an increase of 6.4%.

Tax Expenses

The Company's Tax Expenses for FY 2023-24 increased to ₹ 2,110 million which formed 25% of the Profit Before Tax (PBT), compared to ₹ 1,108 million in FY 2023-24. The effective tax rate has been stable y-o-y.

Analysis of the Balance Sheet

Sources of Funds

The Company's balance sheet size stood at ₹ 39,256 million on March 31, 2024, compared to ₹ 31,873 million on March 31, 2023. The net worth of the Company increased from ₹ 24,483 million as on March 31, 2023 to ₹ 30,441 million as on March 31, 2024. The equity share capital of the Company comprising 275,937,421 equity shares of ₹ 2 each, increased from ₹ 550 million at the end of FY 2022-23 to ₹ 552 million by the end of FY 2023-24 on account of allotment of shares under the Company's employee stock option plans.

The Company has no borrowings and is debt-free as on March 31, 2024. Other financial liabilities increased by 54.4% y-o-y, from ₹ 1,371 million in the previous year to ₹ 2,117 million in FY 2023-24 due to higher accrued employee costs.

Application of funds

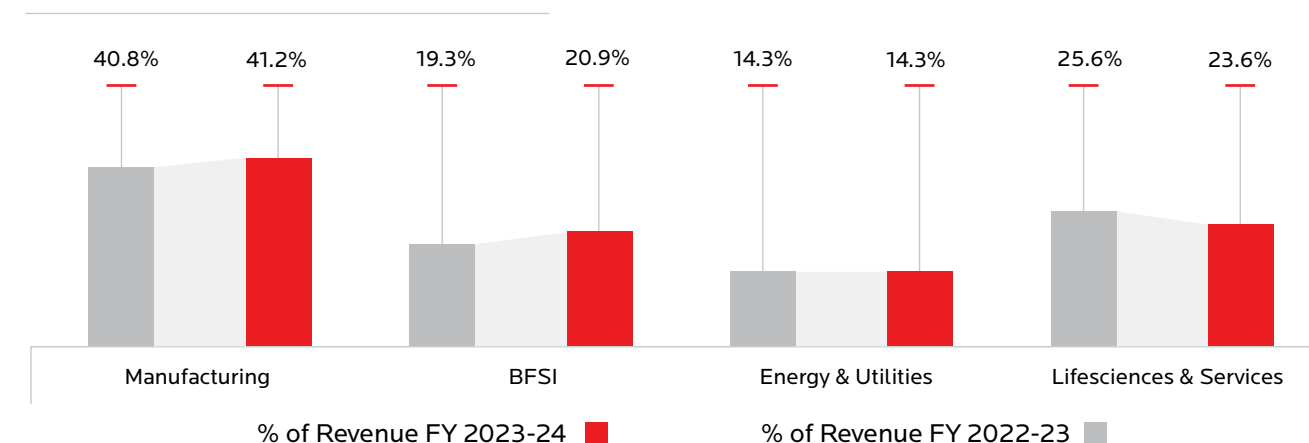
The Company's Property, Plant and Equipment (including capital work in progress) decreased to ₹ 1,164 million in FY 2023-24 from ₹ 1,488 million at the end of FY 2022-23.

Working Capital Management

The Company's Current Investments increased from ₹ 4,908 million as on March 31, 2023 to ₹ 10,336 million as on March 31, 2024. Trade receivables (billed) were up by 4.9% from ₹ 7,316 million as on March 31, 2023 to ₹ 7,677 million as on March 31, 2024. Billed DSO were slightly up from 53 days in FY 2022-23 to 55 days in FY 2023-24, which is still among the best in the industry and reflects continued strong collections.

Other balances and deposits with banks decreased from ₹ 5,567 million as on March 31, 2023 to ₹ 4,249 million as on March 31, 2024 as a major portion of deposits with banks moved from current investment to the non-current investment category. Other financial current assets of the Company increased from ₹ 11 million as on March 31, 2023 to ₹ 29 million as on March 31, 2024, on account of higher security deposits as well as the presence of forward contracts designated as cash flow hedges. The Company's Other Current Assets were up by 25.8% from ₹ 2,141 million as on March 31, 2023 to ₹ 2,695 million as on March 31, 2024 due to an increase in contract assets.

Revenue by Industry Verticals



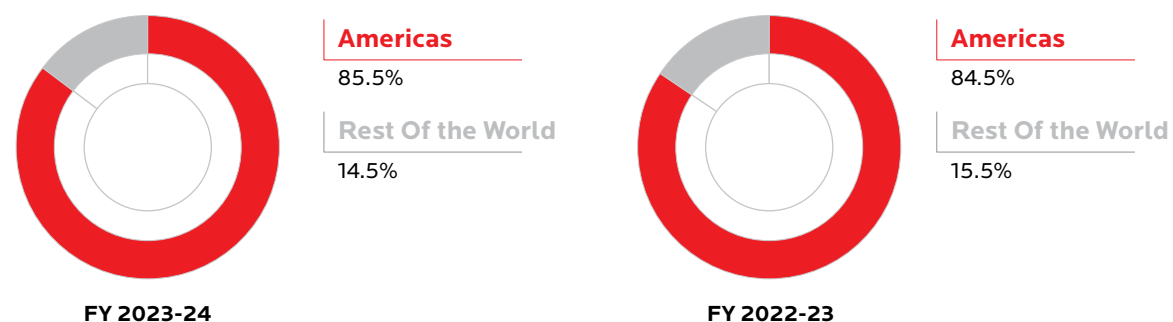
From FY 2023-24 onwards, the Company has started aligning reporting of its verticals and service lines with how it is driving its business. Figures pertaining to the verticals or service lines mix for the preceding year have also been accordingly made comparable.

Among the verticals, BFSI has delivered the highest growth, up by 15.6%, led by improved account mining and ramp up of some deals. Manufacturing and Energy & Utilities (E&U) have also demonstrated growth. There was a 0.9% decline in the Lifesciences

& Services segment, mainly attributable to the discontinuation of revenues from the erstwhile Invacare engagement.

Among service lines, growth was largely driven by Digital & Cloud, which recorded a growth of 20.4%. The Infrastructure business also witnessed a growth of 7.6%, due to some new deals secured during the year. The ERP service line sustained its growth trajectory with a 2.3% increase, while Data & Analytics registered a 1.4% de-growth due to some project completions.

Revenue by Geography



Among geographies, the Americas continued to lead, and saw its contribution rise from 84.5% in FY 2022-23 to 85.5% in FY 2023-24. The ROW region witnessed a decline from 15.5% to 14.5%, as it grew slower than the Americas. There is now a new leadership and front-end team in place to drive growth in the ROW region, which should enable progressive performance in that geography going forward.

Key Financial Ratios

Particulars	FY 2023-24	FY 2022-23
EBITDA Margin (%)	15.8%	10.9%
Operating/EBIT Margin (%)	14.2%	9.1%
Net Profit Margin (%)	11.8%	6.9%
Return on Equity (ROE) (%)	22.2%	13.5%
Return on Capital Employed (ROCE) (%)	25.7%	16.9%
Days Sales Outstanding - Billed	55	53

Business Outlook

Birlasoft has been able to deliver a growth performance along with improvement in profitability during the year under review. This was achieved in the face of a challenging demand environment due to a confluence of factors, including elevated interest rates and shifts in customer priorities. These factors continue to be in play as the new financial year begins. The demand situation is therefore unlikely to change and the IT Services industry will probably see

continued impact of the prevalent macro conditions for a good part of the new financial year. Events such as general elections planned in multiple geographies where the Company has a significant presence, including the US and the UK, are likely to add to medium-term uncertainty. However, organisations across the world will continue to spend on technology. IT services players who are able to offer solutions and expertise relevant to customer needs should be able to outperform the industry. Accordingly, Birlasoft has been making the investments necessary to build and enhance its tech capabilities, reinforce its leadership team at both the front end and the back end, and sharpen its go-to-market approach with an increased emphasis on creating domain specialisation. The Company has been able to acquire new customers while rationalising the tail, win new large deals, and expand its deal pipeline on the back of its renewed focus on execution, improved differentiation, and augmented capabilities. The Company intends to stay focused on execution and will keep investing in its business to be able to serve its customers better, which in turn is expected to drive overall growth.

Risks and Opportunities

Risk Management

The Company is exposed to various risks and volatility in the external operating environment. It operates in a highly competitive environment and is also subject to both favourable and adverse macroeconomic conditions. It faces challenges such as limited

pricing flexibility due to stiff competition from prominent players in the global IT industry. Additionally, factors like foreign currency fluctuations, talent acquisition and retention issues, and macroeconomic headwinds in key markets such as the US and Europe pose ongoing challenges. The heightened interest rates and prolonged decision-making cycles of customers further add to the complexities. Moreover, any significant regulatory challenges may impact the Company's operations.

Birlasoft acknowledges that effective management of risks is crucial for attaining its strategic objectives and constitutes a fundamental aspect of business operations. It employs a structured and coherent approach to risk assessment and mitigation, in accordance with standard Governance, Risks, and Compliance (GRC) guidelines. The Company utilises analytical methodologies on a regular basis to evaluate and manage risks across various levels within the organisation, encompassing business units, geographic regions, delivery functions, and supporting activities. The Company maintains an unwavering commitment to transparency with stakeholders, evident through its disclosure of major risks and corresponding mitigation strategies.

Please refer to the section on Enterprise Risk Management for a discussion of Risks and Mitigation Plan.

Opportunities

Technology-led transformation of traditional services: Embracing technology and harnessing its potential has become imperative for companies to build business resilience and stay ahead of the competition. Technology-led transformation is driving portfolio shifts across the industry towards Robotic Process Automation (RPA), digital analytics, application modernisation, intelligent automation, and data engineering. These shifts are directing client spending towards emerging technology areas in IT modernisation, including cloud, DevOps, data analytics, AI, IoT, and security.

AI-driven services transformation: AI became ubiquitous during the CY 2023 that witnessed a remarkable growth in AI activity, with a majority of AI-related activity stemming from industry collaborations and partnerships, product/service launches, and announcements of enterprise GenAI strategies. The AI software and services market is already at ~\$ 100 billion and is expected to reach over \$ 300 billion by 2027. Investments in AI are also increasing worldwide, with Data & Analytics and GenAI emerging as dominant themes. India has a large talent pool of AI skills. This abundance of AI talent positions India uniquely, providing a competitive advantage in offering AI-driven solutions and services to global clients.

Rapid adoption of DeepTech: Robotics Process Automation (RPA), Blockchain and IoT, are the key technologies fuelling the adoption of DeepTech, which has steadily increased among enterprises over the years, with a sixfold increase in DeepTech intensity recorded post-COVID.

India as the preferred destination for IT services: India retains its top position in the AT Kearney Global Services Location Index in 2023. This is attributed to its significant cost advantage, abundant talent pool, and robust IT capabilities. As the world shifts its attention towards an 'Inevitable India' as a key player in shaping global transformation, the pivotal role of India's technology industry in igniting this momentum has become more crucial.

Growth in India's domestic market: Domestic tech industry is estimated to have grown by ~6% in FY 2023-24, primarily driven by Indian enterprises making substantial investments in digital initiatives and technology transformation. The burgeoning consumer market, fuelled by the rising purchasing power of middle-income groups, coupled with the increasing adoption of Digital Public Infrastructure (DPI) to develop India-centric solutions, further enhances the growth story.

Internal Control Systems

Birlasoft has established a robust internal control system, tailored to the size and scope of its business operations. These controls were designed to offer a reasonable level of assurance regarding the accurate recording and provision of financial and operational data, compliance with applicable laws, safeguarding assets from unauthorised use, execution of transactions with appropriate authorisation, and adherence to corporate policies. The Company utilises a state-of-the-art ERP system to record data for accounting, consolidation, and Management Information System (MIS) purposes, seamlessly integrating all aspects of the Company. The Company maintains well-defined authority thresholds for approving contracts, operational budgets, and capital expenditures. The management assesses the effectiveness of internal controls concerning financial reporting within the organisation.

Birlasoft has appointed PricewaterhouseCoopers Private Limited (PwC) to oversee and conduct internal audits of its operations. The audit is conducted in accordance with an internal audit plan approved by the audit committee and subject to annual review. The internal audit team periodically conducts audits across the organisation, including assessments of the operational efficiency of internal controls. Additionally, external consultants are hired by the Company when specific audits or reviews are deemed necessary.

The audited consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ("IndAS") as specified under Section 133 of the Companies Act, 2013, Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and provisions of the Companies Act, 2013. The statutory auditors of the Company have audited the financial statements of the Company for the year ended March 31, 2024. They published an unaltered and unmodified perspective on the subject.

Human Resources

Birlasoft regards its employees as the foundation of its success and the Company's strength lies in nurturing its talent pool and fostering a culture where innovation and collaboration thrives. It has a set of Human Resources (HR) policies that enables a synergetic, harmonious, and transparent work environment aligned to meritocracy. The Company consistently implements initiatives aimed at unlocking the full potential of its workforce. It is focused on cultivating a value driven culture and prioritises aligning individual goals with those of the organisation. It conducts regular training and engagement programmes to enhance the knowledge, skills, and capabilities of its employees. Moreover, the Company is leveraging its Generative AI Centre of Excellence, set up during FY'24 in collaboration with Microsoft, to train all of its employees on emerging technologies such as GenAI.

As on March 31, 2024, the Company had over 12,500 employees. The employee attrition rate improved significantly to 12.4% in FY'24 from 22.1% a year earlier. While this improvement has been consistent with trends seen industry-wide, implying an abatement in supply side pressures, it is also reflective of a re-invigorated organisation as well as continued employee engagement initiatives and emphasis on enabling a positive work environment that ensures fairness and equal opportunities for all employees. The Company attributes its progressive performance during the period under review to the capabilities of its talented workforce, on the back of several employee-centric initiatives that cultivate a sense of belonging.

The Company's HR initiatives are designed to drive growth, enhance stakeholder value, and cultivate an inspired workforce. In this, cohesive leadership is at the forefront, emphasizing a purpose-driven approach to unify efforts towards realizing the organization's vision. A robust culture framework reinforces behaviours aligned with the organizational ethos. Embracing sustainability and diversity drives change, supplemented by CSR initiatives across education, empowerment, environment, and community development.

Innovation and excellence are pursued through structured paradigms and productivity enhancements. A bottom-up and top-down approach strengthens an innovation mindset, with initiatives like the Innovation Fund co-opted with clients. Continuous learning is encouraged through upskilling and cross-skilling initiatives, bolstered by domain-centric offerings and technology solutions.

During the year under review, the Company set in motion a culture transformation journey aligned to our strategy. Concurrently, the Company's technology transformation program "Optimus" that was rolled out during the same period ensures that it stays at the forefront of advancements, leveraging cutting-edge tools to drive efficiency and competitiveness through simplified processes, touchless operations, persona-driven dashboards, data insights, and decision intelligence. Complementing all of this is the Company's sustained measures to drive Diversity and Inclusion, which are integral to its ethos. Birlasoft has multiple initiatives aimed at increasing representation from various backgrounds through focused hiring and community projects such as "e-vidya" and sensitization workshops and dedicated networks to promote inclusivity with a commitment to enhancing gender diversity.

Birlasoft's commitment towards creating an engaged workforce and building a sustainable organization led to the Company getting recertified during the year under review as a 'Great Place to Work®' by the Great Place to Work Institute for the third consecutive year.

Cautionary Statement

The Management Discussion and Analysis contains statements describing the Company's financial and growth estimates as well as declarations of its objectives, plans, strategies, and beliefs which may be 'forward-looking statements' within the meaning of applicable laws and regulations and are based on informed judgements and estimates. These assertions are based on information currently accessible, and the Company disclaims any obligation to update them as events or circumstances warrant. Actual results may differ materially from those expressed or implied due to risks and uncertainties, including but not limited to, the level of demand in the market for the Company's services, the intense competition in the market for the types of services that it offers, market conditions that could cause the customers to lower their spending for its services, the Company's ability to create, acquire and build new businesses and to grow its existing businesses, its ability to attract and retain qualified personnel, currency fluctuations and market conditions in India and elsewhere around the world, and other risks not specifically mentioned herein but those that are prevalent in the industry.

Enterprise Risk Management

Preamble

To maintain competitiveness in an ecosystem of change and disruption, it is necessary for an organization's risk management system to be agile and resilient. The vast advancements/innovations in technologies, changing global landscape of macro-economic, changing customer preferences and strategic shifts, closer regulatory scrutiny bring with them increasing complexities that organizations need to navigate to achieve their strategic imperatives.

In this backdrop, it is vital that our risk management evolve seamlessly to facilitate business-focused insights that balance management of risks with pursual of strategy, to deliver value to our stakeholders. In compliance with regulatory requirements and global standards (COSO framework), Birlasoft has implemented a robust Enterprise Risk Management process duly benchmarked with industry standards.

The Company identifies risks that have an impact on the enterprise, basis interviews with the key business stakeholders, leveraging internal repositories and industry benchmark data; and thereafter prioritizes, and monitors key business risks. Risks are assessed and managed at various levels and at regular intervals with a top-down and bottom-up approach covering the whole enterprise i.e., business units, geographies, delivery and enabling functions.

The Risk Management Committee ("RMC"), a sub-committee of the Board guides the implementation of the Risk Management Policy, reviews the effectiveness of the risk management system, and provides necessary guidance accordingly. The Board of Directors are updated on the enterprise risk profile and mitigations for identified risks.

Birlasoft believes in complete transparency with stakeholders and in line with these high standards of transparency, we are herewith sharing a summary of key risks that were identified as having an impact on Birlasoft's strategic objectives, and accordingly appropriate mitigation strategies have been designed and implemented.

Risk Event 1 # Cyber & Information Security and Data Privacy Risks

Risk Owner: CISO

Description:

As companies are embracing new technologies such as mobile computing, internet of things, cloud computing, artificial intelligence, etc., cyber security emerges as a critical risk. With the dynamic threat landscape of highly technical nature, there are possibilities of sophisticated targeted attacks, increasing ransomware threats, malware, data leakage and other security failures. Absence of robust security culture, governance model and effective security operations may lead to undetected breaches or significant organizational impact. Cybersecurity threats, vulnerabilities and incidents could lead to business disruptions, impact to client service delivery, or unauthorized disclosure of sensitive information, potentially resulting in regulatory penalties.

Privacy and protection of personal data have become a growing global concern. Legislations like GDPR in Europe, CCPA in US and DPDP in India impose severe consequences for non-compliance or breaches. The risk of disclosure of confidential personal data underscores the critical importance of ensuring data protection through every stage of information life cycle (collection, storage, processing, retention, and disposal). Non-compliance to contractual and regulatory data privacy requirements could impact our operations or result in significant regulatory penalties, and loss of reputation.

Mitigation Plan:

Our unwavering commitment to safeguarding our digital assets remains at the forefront of our strategic priorities. Within this context, the Company has diligently developed and maintains a robust Information Security Management System ("ISMS"). This system is fortified by a comprehensive suite of policies, streamlined processes, and effective controls, all aimed at mitigating cybersecurity risks effectively.

The governance and management of security compliance and risk is reviewed periodically; evident in the sustained ISO 27001:2013 certification. Additionally, our adherence to NIST Cyber Security framework and SSAE 18 SOC 2 Type II report, further demonstrate our commitment to stringent security standards, validated by external third-party assessments.

While we continue to mature our intrusion prevention systems, data loss prevention, vulnerability and exposure management, application security, security operations, threat management and incident management programs through continuous measurement and testing, we also focus on adopting modern approaches to security. Our comprehensive zero-trust approach to security extends across all the pillars and we continue to invest in people, process, and technology towards achieving that goal. The Security Operations Centre is enabled with cutting edge SIEM and XDR that are integrated with other tools, and continues to track, monitor, and ensure that all the wheels in this cyber framework turn smoothly. Additionally, our partnership with a Third-party Red Teaming service provider enables periodic vulnerability assessments across our environment. Moreover, our Third-Party Risk Management compliance is at 100%, with annual assessments conducted on all third-party entities connected to our environment to evaluate their information security controls.

In summary, our unwavering commitment to cybersecurity transcends mere compliance. By integrating advanced technologies, fostering a security-centric culture, creating cyber aware workforce, and collaborating with external experts, we strive to strengthen our defenses against the dynamic and evolving threat landscape.

The Company maintains a robust and comprehensive privacy framework, encompassing coherent policies and procedures to address diverse privacy requirements across the geographies in which we operate. Our governance mechanisms diligently evaluate the effectiveness of our privacy program through regular metrics and monitoring activities. We proactively embrace privacy-by-design principles, ensuring that privacy considerations are ingrained within our operational practices. Rigorous data security controls, including measures such as PII Repositories, Privacy Impact Assessments, Incident Management Procedures, and Breach Notification Management, are firmly established. Our data privacy controls undergo annual assessments by external experts to ensure compliance with global privacy regulations. Furthermore, we nurture an organizational culture that proactively addresses evolving privacy risks posed by emerging technologies, while also promoting awareness among our employees through training and communication initiatives. Our ISO/IEC 27701:2019 certification across functions and client delivery projects underscores our unwavering commitment to upholding global data protection requirements.

Risk Event 2 # Strategic Risks pertaining to Business Concentration, Technology Disruption and Strategic Alliances & Partnerships

Risk Owner: CEO (Americas) + CEO (Rest Of the World) + COO

Description:

a. Concentration of business in Customer/Geography

The Company's strategy is to focus on a select number of industry verticals, geography, customers, and service offerings, with a possibility of business being concentrated in a particular area with consequential volatility.

Given the dynamic nature of the IT Service Industry in which the Company operates, it faces stiff competition from other organizations in similar businesses which are targeting the same set of customers, making it challenging to acquire new client, as well as to retain its existing clients. In this environment, failure to distinguish our offerings and to effectively address customer expectations could lead to customer dissatisfaction and have financial implications.

Given that the Company has dependence on a specific region for a significant portion of its revenue, any negative developments affecting that region could pose a risk to the Company.

b. Technological Disruption and Strategic Alliances and Partnerships Risks

Rapid transformation in technologies like artificial intelligence, robotics, cognitive technologies, machine learning, cloud, digital etc., has significantly impacted business models. Delay in defining a framework and approach to anticipate, identify, invest in, and adapt to new technology services and offerings to cater to evolving client demands, and market dynamics could have an adverse impact on our value proposition, future growth of the business, cost management and in maintaining healthy growth in revenues. Furthermore, if we do not effectively capitalize on the business opportunities arising from our strategic partnerships and alliances to enhance our service offerings for customers, it could lead to a potential loss of business.

Mitigation plan:

The Company mitigates this risk by maintaining a varied portfolio across industry verticals, customers segments, geographies, and service offerings. It prioritizes the growth of emerging businesses while ensuring a steadfast focus on core objectives. It maintains a diversified range of service lines, ensuring a balanced revenue stream, with digital services contributing significantly to its overall revenue generation. Our focus is

to maintain a strategic focus on investing in initiatives to increase our revenue, particularly in support and maintenance. Partnerships with established ERP product companies and industry hyperscalers have broadened the customer base and offerings, assisting in new customer acquisitions and expansion of business. We are also a Microsoft strategic cloud alliance partner, AWS advanced tier consulting partner and Google alliance partner. These partnerships are further going to help strengthen and expand our business.

The Company is focusing on accelerating growth in Europe and APAC. The organization structure has been re-aligned to provide more focus in growing the Americas as well as to increase its footprint in the rest of the world.

The Company continues to invest in building functional capabilities (Digital, Cloud, Data Analytics, Platforms etc.) with swiftness and agility. The focus on building functional capabilities in desired verticals, horizontals and focused industries continues. In addition, the Company continues to invest in innovative technologies relevant to customers to enhance capability and to provide platforms for driving initiatives related to customer retention, mining, and new customer acquisition. Simultaneously, we look out for strategic partnerships, tie-up/merger opportunities to assist in quick adaptation of emerging technologies and to enhance our footprint into new geographies. Moreover, the Company will assess potential partnerships with start-up technology companies which provide niche solutions aligning with our relevant service lines.

The Company is elevating the Proof of Concept ("POC") documents, solutions frameworks, accelerators around emerging trends/tools/ technology (Cloud, GenAI, etc.) and is enabling pilot projects for select customers, fostering innovation and strategic partnerships.

We are developing innovative business models (outcome-based models, success fee models, KPI based models, co-revenue models, etc.) to enhance customer engagements.

The Company regularly participates in industry conferences and seminars, leveraging these platforms to demonstrate our expertise and capabilities in the emerging technologies.

We continue to focus on upskilling our talent in niche skills and sectoral skills to ensure relevance for our customers. Our trainings and certifications plans, in collaboration with strategic partners, are extended to both our practice and delivery teams. Further, we have realigned our sales and delivery team structures to align with our Go-to-Market ("GTM") strategy.

Risk Event 3 # Resourcing with reference to employee retention, succession, development, and training

Risk Owner: CPO

Description:

The IT services industry necessitates the recruitment and retention of professionals possessing the necessary skill sets aligned with the Company's long-term business strategy. Failure to secure proficient resources or encountering delays in their availability may lead to missed business opportunities and customer delivery escalations.

Mitigation plan:

Birlasoft continues to demonstrate its commitment to excellence in talent acquisition and development, aligning with our long-term business strategy. Our focus remains on maintaining a robust internal fulfillment process, bolstered by significant investments in skill taxonomy framework development and enhancements to our search and match engine. These initiatives have significantly improved our internal deployment process, ensuring efficient utilization of our talent pool.

Recognizing that our Talent Supply is integral to our business model, we are consistently innovating to enhance its effectiveness and efficiency. Diversifying our talent pool is ingrained in our cultural DNA, and to fortify this commitment, we engage dedicated hiring partners who play a pivotal role in achieving this imperative.

We have implemented cutting-edge tools & AI-enabled technology to streamline & augment our hiring processes. At the core of our approach is ensuring a positive candidate experience where a dedicated team remains connected, promptly addressing queries to guarantee a seamless joining experience.

The Talent Supply Chain ("TSC") team collaborates closely with business leadership to strategize hiring for upcoming projects, employing a robust selection process leveraging technology for enhanced sourcing and selection. Our in-house certification program equips our interviewers & hiring managers with the necessary skills to conduct objective, inclusive, & fair assessments, leveraging tools like Competency-Based Interviewing. We have introduced coding challenges in our hiring process to select "geeks" from premiere IT colleges to infuse innovation in our talent pool.

Our internal fulfillment process is designed to repurpose individuals exiting projects and to rotate personnel within existing and new engagements. The implementation of a skill taxonomy framework has enhanced fulfillment efficiency and effectiveness, facilitating improved access to internal talent through skill profiling and data accuracy. Moreover, investments in our

search and match engine have further streamlined our internal deployment process.

Our learning and development strategy emphasizes continuous skill enhancement and competency development, catering to both general and project-specific skilling needs. Significant investments have been directed towards creating a robust learning and development ecosystem, promoting cross and upskilling to ensure our workforce remains equipped with the latest skills and knowledge to meet evolving demands.

Additionally, maintaining a healthy bench remains a priority to ensure resource availability for new projects, ensuring delivery teams have access to appropriately skilled resources. We place a premium on talent retention, implementing various employee engagement and development programs across all levels.

We have put in place a robust framework to identify critical roles that are imperative to business success. Additionally, to mitigate risks and ensure business continuity, we conduct structured talent reviews to identify development opportunities, facilitating role enhancement, career movements and succession for these critical roles.

Birlasoft's commitment to talent acquisition, development, and retention underscores our dedication to delivering quality services to our customers. Our continued focus on talent supply chain and capability development position us for sustained success in the dynamic IT services landscape.

Risk Event 4 # Service Delivery related Risks

Risk Owner: COO

Description:

Birlasoft acknowledges the risks involved in the Company's inability to meet contractual obligations entered with its clients, which includes fulfilling contractual commitments and adhering to Service Level Agreements ("SLAs"). The Company confronts various operational, contractual, and financial risks during execution of its customers' projects, which could potentially impact its reputation, revenue, and profitability, and potentially lead to legal disputes.

Mitigation plan:

There is a continuous intelligence around risks pertaining to new and existing customers. The Company has an effective Project Risk Assessment framework to evaluate the risk rating associated with customers and projects. Additionally, regular leadership and operational reviews are conducted for major projects undertaken by the Company. The delivery parameters and contractual obligations are reviewed and monitored through digitized governance process.

The Company has established a comprehensive contractual risk library through a Contract Lifecycle Management ("CLM") tool. This library outlines contractual risks, including their probability, impact, detectability, triggers, preventive measures, and contingency plans, for all projects within the Company.

We conduct regular credit rating assessment of all major customers. We ensure that our receivables from customers whose credit rating is comparatively lower are adequately insured. Additionally, our strong emphasis on receivables collection has led to a significant year-on-year improvement in our Days Sales Outstanding ("DSO").

Risk Event 5 # Third Party/Supplier Risks

Risk Owner: COO

Description:

Ineffective control mechanisms or governance over suppliers, contractors, or service partners with access to privileged information may lead to various risks, including contractual, regulatory, and financial uncertainties, as well as potential service quality concerns and disruptions in business operations.

Mitigation plan:

The Company prioritizes a comprehensive evaluation process for all its major suppliers, contractors, or service partners, covering technical, financial, and regulatory compliance parameters before they are on-boarded. Additionally, the vendor on-boarding process incorporates an Information Security assessment for all vendors.

A due diligence process is in place for assessing the extended enterprise prior to onboarding and throughout continuing relationships.

Suppliers conduct guidelines have been established. All vendors are mandated to sign a Non-Disclosure Agreement ("NDA") which prohibits them from any sharing any unauthorized or sensitive Company information. The Company conducts regular compliance and performance assessment of vendors before contract renewals.

Risk Event 6 # Brand Positioning Risk

Risk Owner: CEO (Americas) + CEO (Rest Of the World)

Description:

A robust brand positioning plays a pivotal role in attracting new customers, expanding market reach, and attracting top talent, setting us apart from competitors. Any negative media coverage could adversely impact the Company's reputation, potentially leading to a loss of business opportunities and talent to competitors.

Mitigation plan:

The Company is in the process of developing a comprehensive brand marketing strategy, that would be aligned with the evolving market dynamics, encompassing therein all service offerings and in line with overall business goals. The Company is working to further enhance its market positioning and increase its brand awareness aimed at strengthening client relationships, fostering retention, and nurturing long term partnerships.

Risk Event 7 # Environment, Social and Governance ("ESG") Risk

Risk Owner: CPO

Description:

The emergence of ESG risk has risen rapidly to become the global interconnected and all-powerful set of challenges to a Company's standing with every stakeholder. Adapting to evolving sustainability standards and meeting stakeholder expectations concerning ESG practices is imperative. Failure to effectively manage ESG risk can lead to reputational damage, loss of business opportunities and potential regulatory non-compliances.

Mitigation plan:

At Birlasoft, the ESG Committee plays a pivotal role in mitigating risks related to ESG factors. The ESG Committee identifies and assesses ESG risks across the organization and develops a comprehensive ESG strategy and framework aligned with Birlasoft's business objectives. This framework guides decision-making, risk assessment, and goal setting.

At Birlasoft, we adhere to sustainable business practices, driven by an inclusive ESG framework that outlines our goals, milestones, and commitment to achieving strategic business imperatives. Birlasoft's ESG risk mitigation strategy includes regular assessments to identify compliance gaps, alignment with industry standards, and commitment to ESG program goals. Transparency is ensured through strict adherence to frameworks like Business Responsibility and Sustainability Reporting ("BRSR"), while a culture of sustainability is promoted through training and awareness initiatives throughout the organization.

We have implemented policies and procedures to reduce our water consumption, energy consumption, waste generation and Greenhouse Gas ("GHG") emissions.

We regularly monitor our ESG quantitative key performance indicators such as waste, water, energy, and GHG emissions. It ensures environmental compliance and risk management by

identifying potential risks and enabling timely corrective actions. Tracking resource consumption (water and energy) leads to resource efficiency and cost savings. Transparent sustainability reporting builds trust with stakeholders and performance benchmarking against industry standards informs goal setting.

We take an integrated approach to sustainability, implementing focused measures to help us reach our ESG goals and commitments:

Birlasoft has prioritized optimizing water consumption throughout our activities, applying effective management methods, recycling, and preserving water resources. We are also implementing circular methods to reduce waste generation and optimize reuse and recycling of the generated waste within our premises, with a steadfast dedication to Zero Waste to Landfill.

To promote more environment friendly and cleaner modes of transportation, Birlasoft supports the use of electric cars in our fleet and has set up infrastructure for EV charging to provide our staff with sustainable means to get to work. To enhance our energy mix, we proactively seek Power Purchase Agreements (PPAs) and procure power from solar parks, thus expanding our portfolio of renewable energy sources. We drive our commitment to responsible procurement practices by ensuring that our suppliers adhere to our Supplier Code of Conduct.

Diversity, Equity, and Inclusion ("DEI") are an organization's effort, policies, and practices that ensure different groups or individuals of different backgrounds are culturally and socially accepted and integrated into the workplace. At Birlasoft, we have a DEI charter with focus on affirmative hiring, sensitization, and development. To ensure the culture of diversity, equity, and inclusion we have various sensitization platforms for propagating our focus on DEI. By FY 2025, we aim to have all employees trained and sensitized to the issue of unconscious bias in the workplace, ensuring fairness and inclusivity.

Emphasizing our employees' health and well-being, we conduct extensive health programs and projects that address mental, emotional, social, physical, and financial domains. As part of wellness initiatives there is an addition of Roundglass Living app which can help employees to tailor their wellness journey based on their specific goals, whether it's mitigating stress, achieving restful sleep, cultivating healthy eating habits, or enhancing daily energy and focus. Consistent with our commitment to ongoing education, we also allocated an average of 40 hours per employee during FY 23-24 towards employee engagement and growth.

Board's Report

Dear Members,

The Directors are pleased to present the 33rd Annual Report on the business and operations of Birlasoft Limited, along with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024.

Summary of Financial Performance

The financial performance of Birlasoft Limited ("Birlasoft" or "the Company") for the financial year ended March 31, 2024, is summarized below:

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	26,445	24,172	52,781	47,948
Earnings Before Interest, Depreciation and Tax	3,812	3,188	8,362	5,205
Less: Interest	69	98	199	186
Less: Depreciation	763	759	850	823
Add: Other Income	983	342	1,035	228
Profit before tax	3,962	2,672	8,348	4,424
Less: Taxes	975	668	2,110	1,108
Profit for the Year	2,987	2,004	6,238	3,316
Other Comprehensive Income/(Loss) net of tax	8	(108)	244	913
Total Comprehensive Income for the year	2,996	1,896	6,482	4,228

Business Performance

Birlasoft registered a robust operating performance for the year under review (FY'24), delivering both revenue growth as well as margin expansion in the face of continued macro uncertainty and shifts in customer priorities towards higher cost efficiencies in an elevated interest rate environment. This was made possible by a strong focus on execution, enhanced customer-centricity, and a sharper go-to-market strategy brought in by the Company's management team.

Revenues for the year under review, on a consolidated basis, grew by 10.1% to ₹ 52,781 million from ₹ 47,948 million in the previous year. Earnings before interest, tax, depreciation, and amortization (EBITDA) stood at ₹ 8,362 million (₹ 5,205 million in FY'23). Net Profit after tax stood at ₹ 6,238 million (₹ 3,316 million in FY'23), translating into a basic earnings per share of ₹ 22.54 for the year (₹ 11.96 in FY'23).

On a standalone basis, revenue from operations increased by 9.4% to ₹ 26,445 million in FY'24 from ₹ 24,172 million in the previous year. Net Profit after tax stood at ₹ 2,987 million (₹ 2,004 million in FY'23).

The financial performance of the Company during the year under review, both consolidated and standalone, reflects the discontinuation of revenue pertaining to Invacare Corporation (Invacare), a US-based customer, that filed a petition for relief

under Chapter 11 of Bankruptcy Code in the United States Bankruptcy Court, on February 1, 2023. In April 2023, the Company's wholly owned subsidiary Birlasoft Solutions Inc. entered into a Settlement and Mutual Release Agreement with Invacare. Pursuant to this Settlement Agreement, Birlasoft Solutions Inc. received \$ 2 million for Disengagement Services. This Settlement Agreement allowed the Company to put the uncertainties around this account behind, enabling the management team to focus completely on driving business growth. The Company also received an additional \$ 2 million as proceeds from an insurance claim that it was able to make, pertaining to this engagement.

On a like-to-like basis, after excluding the revenue contribution from the above-mentioned customer that was recorded in FY'23, growth during the year under review was higher at 12.7% on a consolidated basis and 10.4% on a standalone basis.

From organisational, talent, and capabilities perspective, Birlasoft made significant progress during the period under review in re-organising itself for better effectiveness, reinforcing its leadership on both the sales and delivery fronts, and investing in creating or scaling up capabilities that will be enablers for its long-term growth. The Company now has all the key leaders in place for its two-geography organization – the Americas and Rest Of the World (ROW) that includes the UK, Europe and APAC – and for its unified delivery team.

During FY'24 the Company also undertook several actions and initiatives aimed at securing its long-term profitable growth objectives. This includes building a team that excels at execution, fostering a culture that drives greater accountability, and creating or scaling-up capabilities in technologies that will drive future growth. Generative AI is one such area, where Birlasoft has been an early adopter. During the year under review, Birlasoft established a Generative AI Center of Excellence in collaboration with Microsoft to accelerate value creation and foster innovation in the adoption of Generative AI.

At the same time, the Company also continued with its ongoing initiatives to attract, train, and retain its talent pool. This is reflected in a significant improvement in attrition rates and becoming Great Place to Work® Certified for the third consecutive year.

The Company's strategy of leveraging its strengths, growing its existing accounts and securing new high-potential engagements has been playing out well as visible in its deal wins that amounted to a Total Contract Value (TCV) of \$ 875 million during the year under review. These wins include one of the largest deals that the Company has ever won, with a TCV of more than \$ 100 million over 5 years from a Fortune 500 corporation in North America. The ability to secure such deals demonstrates the Company's ability to go after and close complex deals in a highly competitive environment.

The Management Discussion & Analysis of the Company's business, industry, and performance, appears separately in this Annual Report.

Dividend

During the year under review, the Board of Directors of the Company (the "Board") declared an interim dividend of ₹ 2.50/- (125%) per equity share of face value of ₹ 2/- each on the paid-up equity share capital of the Company.

Further, the Directors are pleased to recommend final dividend of ₹ 4/- (200%) per equity share of face value of ₹ 2/- each for the financial year ended March 31, 2024, subject to approval of the Members at the ensuing Annual General Meeting ("AGM") of the Company.

The total dividend amount for the financial year 2023-24, including the proposed final dividend, amounts to ₹ 6.50/- per equity share of the face value of ₹ 2/- each.

Pursuant to the provisions of the Income-tax Act, 1961, dividend paid or distributed by the companies shall be taxable in the hands of the Members. The Company shall, accordingly, make the payment of dividend after deduction of tax at source, at the rates prescribed therein. For further details on taxability, please refer the "Annexure – TDS on Dividend", which forms part of this Annual Report.

The Record Date for determining the entitlement of the Members to the final dividend for the financial year 2023-24, if approved by the Members at the AGM, is Friday, July 12, 2024.

The Dividend Distribution Policy of the Company, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015"), is available on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Share Capital

During the year under review, the Company allotted 1,066,874 equity shares of ₹ 2/- each, under its Employees Stock Option Plans. The issued, subscribed and paid-up capital of the Company, as on March 31, 2024, is ₹ 551,874,842/-, consisting of 275,937,421 equity shares of ₹ 2/- each.

Transfer to General Reserve

During the year under review, the Company has not transferred any amount to General Reserve. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2024, please refer to the 'Statement of Changes in Equity' included in the standalone and consolidated financial statements which forms part of this Annual Report.

Credit Rating

The Company has been rated by CARE Ratings Limited ("Credit Rating Agency"), as below:

Facilities	Rating
Long-term Bank Facilities	CARE AA; Stable
Long-term/Short-term Bank Facilities	CARE AA; Stable/CARE A1+
Short-term Bank Facilities	CARE A1+

Quality and Information Security

We continue to improve our quality focus through internal initiatives and by getting assessed against international standards. During the current Voice of Customer ("VOC") cycle, our customers have appreciated the value delivered by Project teams and have rated them on an average at 4.67 on a scale of 1-5, 5 being the highest. This further strengthens our resolve to make societies more productive by helping customers run businesses more efficiently.

In line with our focus to be assessed against international standards, Birlasoft is appraised for CMMI-DEV® (Development) & CMMI-SVC® (Services) V3.0 at Maturity Level 5. This milestone is testimony to our commitment to continuously

improve on our quality & operational processes, while at the same time, strengthening our delivery capabilities to meet customer expectations. Our Quality Management System is certified for ISO 9001:2015 and Information Technology Service Management System is certified for ISO 20000:2018 and this reflects the Company's belief in delivering the right quality.

Birlasoft continued to maintain a mature Information Security Management System & Privacy Information Management System in support of our hybrid workforce, providing improved user experience and security at the edge. We continued to remain ever vigilant of the evolving threat landscape globally and made investments in modern technologies and improved processes, whilst adopting automation to stay abreast of new and emerging threats. We continue to be certified against the Information Security Management System Standard - ISO 27001:2013 and Privacy Information Management System Standard - ISO 27701:2019. Further, as per SSAE 18 SOC 2 Type 2 criteria, the Company's service commitments and system requirements were achieved, which has also been validated by an independent audit firm. During the year, our focus on improved cybersecurity personnel training, reskilling, and improving the security culture, went ahead as planned.

Productivity

The Company is committed to productivity improvements to create a future abundant with a wealth of knowledge. Multiple initiatives like Knowledge Management, bRight, UREKA, and Value IN Customer's Interest ("VINCI") enable the Company to harness latent knowledge in the organization and mobilize it. bRight is an initiative that has been introduced to celebrate our accounts with exemplary performance, cross-account learning opportunities through eight different themes. Delivery Process Automation has been introduced to improve the project or program execution efficiency. A brand-new knowledge management repository has grown to a level where the Company can showcase efficiencies in the deliverables translating into real value for customers. Re-usability of case-studies as a new key factor will be benefitting the teams within Birlasoft.

Institutional Shareholding

As on March 31, 2024, the total Institutional Shareholding in the Company was 42.1% of the total paid-up equity share capital.

Subsidiaries, Associates and Joint Venture Companies

As on March 31, 2024, the Company has 13 subsidiaries, including step-down subsidiaries. The Company has two

material subsidiaries, viz., Birlasoft Solutions Inc. & Birlasoft Inc., details of which are given in the Corporate Governance Report.

Further, Enablepath, LLC, a step-down subsidiary of the Company merged with Birlasoft Inc. (wholly owned subsidiary of the Company) w.e.f. April 1, 2023.

As per Section 129(3) of the Companies Act, 2013 ("the Act"), consolidated financial statements of the Company and all its subsidiaries have been prepared, and the same form a part of this Annual Report. In terms of Rule 5 of Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of subsidiaries, in Form AOC-1, is annexed to this Report as "Annexure 1".

In accordance with Section 136(1) of the Act, this Annual Report of the Company, containing the standalone and the consolidated financial statements and all other documents required to be attached thereto has been placed on the website of the Company at www.birlasoft.com.

During the financial year 2023-24, the Company had no Associate or Joint Venture company.

Board of Directors, its Committees and Meetings thereof

The Company's Board has an optimal combination of executive, non-executive and independent directors (including three women directors) who bring to the table the right mix of knowledge, skills and expertise. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of all stakeholders.

The Board has following Committees:

- Audit Committee;
- Stakeholders Relationship Committee;
- Nomination and Remuneration Committee;
- Corporate Social Responsibility Committee; and
- Risk Management Committee.

The Board meets once every quarter. Additional meetings of the Board/Committees are convened as may be necessary for the proper management of the business operations of the Company. A separate meeting of Independent Directors is also held at least once in a year to review the performance of Non-Independent Directors, the Board as a whole and the Chairman.

During the year, six Board meetings were held on May 8, 2023, July 27, 2023, October 31, 2023, January 16, 2024, January 24, 2024, and March 27, 2024. The maximum

gap between any two consecutive meetings was within the period prescribed under the Act and SEBI (LODR) Regulations, 2015.

A detailed update on the Board and its Committees' composition, meetings held and attendance of the Directors at these meetings is provided in the Corporate Governance Report, which forms a part of this Annual Report.

Directors and Key Managerial Personnel ("KMP")

Appointments

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors approved the appointments of:

1. Satyavati Berera (DIN: 05002709) as Non-Executive, Independent Director effective October 31, 2023 for a term of 5 (five) years till October 30, 2028. The said appointment was further approved by the Members on January 18, 2024.
2. Nidhi Killawala (DIN: 05182060) as Non-Executive, Independent Director effective December 15, 2023 for a term of 5 (five) years till December 14, 2028. The said appointment was further approved by the Members on January 18, 2024.
3. Manish Choksi (DIN: 00026496) as Non-Executive, Independent Director effective January 16, 2024 for a term of 5 (five) years till January 15, 2029. The said appointment was further approved by the Members on March 21, 2024.

Retirement by Rotation

- In accordance with Section 152 of the Act, Amita Birla (DIN: 00837718), Non-Executive Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee & the Board recommends the resolution for her re-appointment for the approval of the Members at the ensuing AGM. A brief profile and other details relating to re-appointment of Amita Birla are provided in this Annual Report.

None of the Directors are disqualified under Section 164(2) of the Act.

Retirement on completion of term as Independent Director

1. Alka Bharucha (DIN: 00114067), Non-Executive, Independent Director, completed her tenure on May 22, 2023.
2. Ashok Kumar Barat (DIN: 00492930) & Nandita Gurjar (DIN: 01318683), Non-Executive, Independent Directors, completed their term on January 14, 2024.

The above-mentioned Directors have ceased to be Directors of the Company. The Board placed on record their appreciation for the valuable contribution made by the retiring Directors during their tenure with the Company.

The following persons are currently designated as KMP of the Company pursuant to Sections 2(51) and 203 of the Act, read with the Rules framed thereunder:

Sr. No.	Name	DIN/ Membership Number	Designation
1	Angan Guha	09791436	Chief Executive Officer & Managing Director
2	Kamini Shah	FCA 203593	Chief Financial Officer
3	Sneha Padve	ACS 9678	Company Secretary

Independence of the Board

The Board comprises of optimal number of Independent Directors. Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are independent in terms of Regulations 16(1)(b) and 25 of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act:

1. Ananth Sankaranarayanan (DIN: 07527676);
2. Satyavati Berera (DIN: 05002709);
3. Nidhi Killawala (DIN: 05182060); and
4. Manish Choksi (DIN: 00026496).

All the abovenamed Directors have registered themselves with the Independent Directors Databank maintained by Indian Institute of Corporate Affairs ("IICA") and are either exempted from or have complied with the requirements of online proficiency self-assessment test conducted by IICA.

The Board is of the opinion that the Independent Directors of the Company, including those appointed during the year, possess the requisite qualifications, experience, proficiency, expertise and hold high standards of integrity.

Auditors

- Statutory Auditors

M/s. S R B C & Co LLP, Chartered Accountants (ICAI Firm Registration No.: 324982E/E300003), were appointed as the Statutory Auditors of the Company, at the AGM held on July 27, 2023, for a period of 5 (five) years till the conclusion of the AGM to be held in the year 2028.

The Notes on the Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. There are no qualifications, reservations or adverse remarks in the Report of the Statutory Auditors for the financial year ended March 31, 2024.

During the year under review, the Auditors have not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Further, in terms of Regulation 33(1)(d) of the SEBI (LODR) Regulations, 2015, the Statutory Auditors of the Company are subjected to the Peer Review process of the Institute of Chartered Accountants of India. M/s. S R B C & Co LLP have confirmed that they hold a valid certificate issued by the 'Peer Review Board' of Institute of Chartered Accountants of India.

- Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Dr. K. R. Chandratre, Practising Company Secretary (FCS No.: 1370 and CP No.: 5144), was appointed as the Secretarial Auditor to conduct audit for the year under review. The Report of the Secretarial Auditor, for the financial year ended March 31, 2024, is annexed as "Annexure 2". It does not contain any qualification, reservation or adverse remark.

During the year under review, the Secretarial Auditor has not reported any matter under Section 143(12) of the Act, and therefore no details are required to be disclosed under Section 134(3)(ca) of the Act.

- Internal Auditor

The Internal Auditor and the Head of Internal Audit function within the Company reports functionally to the Audit Committee of Board, which reviews and approves risk based annual internal audit plan and the performance of internal audit function. The scope of work, including annual internal audit plan, authority and resources, is regularly reviewed and approved by the Audit Committee. Annual internal audit plan is aligned with the Enterprise Risk Management to ensure that all critical risks are covered in the audit plan. Internal Audit work is also supported by the services of leading international audit firms.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the year ended March 31, 2024, pursuant to Regulation 24A of the SEBI (LODR)

Regulations, 2015 for all applicable compliances as per the said Regulations. The Annual Secretarial Compliance Report duly signed by Dr. K. R. Chandratre, Practising Company Secretary is available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Corporate Governance

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, Corporate Governance Report for the year ended March 31, 2024 forms an integral part of this Annual Report. It also includes a certificate from the Practising Company Secretary in respect of compliance with the provisions of the SEBI (LODR) Regulations, 2015 related to Corporate Governance.

Management Discussion and Analysis

In terms of provisions of Regulation 34(2) of the SEBI (LODR) Regulations, 2015, a detailed review of the operations, performance and outlook of the Company and its business is given in the Management Discussion and Analysis Report, which is presented in a separate section forming part of this Annual Report.

Awards & Recognitions

In recognition of its constant quest for excellence, the Company has been awarded and recognised at various forums. The prominent ones are listed below:

1. Birlasoft recognized as a finalist for "2023 Microsoft Partner of the Year Awards".
2. Birlasoft officially announced as "Microsoft Solution Partner in Security".
3. Birlasoft on Air Radio won "Gold" at the prestigious Golden Mikes Award.
4. Birlasoft won "IT As Service Award" at the MSP India Summit and Awards 2023.
5. Birlasoft's Energy & Utilities and Educational Institute solutions have been recognized among the Top 5 Winning solutions in the Power Platform Design Thinking Workshop by Microsoft India.
6. Birlasoft's Customer Success Officer, Heather Bunyard, honoured as the "Women's Advocate Bronze Luminary" at the ISG Women in Digital Awards 2023.
7. Birlasoft recognized by Synchrony with the "Best Diversity Growth Award".
8. Birlasoft audit for ISO 27001 (Infosec) and ISO 27701 (Privacy) concluded successfully.

9. Birlasoft's Pune facility certified for ISO 14001:2015 (Environment Management System) and ISO 45001:2018 (Occupational Health and Safety) by TUV Nord, Germany.
10. Birlasoft's VINCI platform received "Special Jury Award" at the TOPS (Team Oriented Problem Solving) Convention 2023, hosted by the Indian Society for Quality (ISQ).
11. Birlasoft On Air bagged "Bronze" at the DMAAsia Echo Awards 2023 in the Emerging Technologies Category.
12. Birlasoft awarded "Silver" in the Sustainability category at iNFHRA 8th Edition Workplace Excellence Conference & Awards 2023-24.
13. Birlasoft recognized for participation in the CO₂ impact program (October 2022 – September 2023) to fuel Panama's "CO2OL Tropical Mix" reforestation project.
14. Birlasoft's Chief People Officer - Arun Dinakar Rao, honoured with "CHRO of the Year - Digital Transformation" Award and "CHRO Excellence in Agile HR Practices" Award for the Skillfolio Initiative at 7th CHRO Vision & Innovation Summit & Awards 2024.
15. Birlasoft's Chief Financial Officer - Kamini Shah, honoured with the "Best CFO Award for promoting Diversity, Equity, and Inclusion (DEI)" – Large Enterprise at The Economic Times' CFO Awards 2024.
16. Birlasoft's Chief Financial Officer - Kamini Shah, recognized in "The List 2024", amongst Top 51 most influential women.
17. Birlasoft's Annual Report 2022-23 conferred with Platinum Award at LACP 2022/23 Vision Awards, with worldwide #12 ranking. Also, won Worldwide Special Achievement Award for Best In-House Report.
18. Birlasoft won in the "Innovation in Lifesciences" category at the 14th Annual Aegis Graham Bell Awards.
19. Birlasoft's Pune office won "Silver" at the 27th Annual Gardening Awards from the Pimpri Chinchwad Municipal Corporation (PCMC) in the landscaping category.
20. Birlasoft is "Great Place to Work Certified[®]" for third time in a row.
21. Birlasoft received Certificate of DivHersity in Top 20 Most Innovative Practices (Women Leadership Development) at the AccelHerate & DivHersity Awards 2024.

Analyst recognitions

1. Birlasoft recognized as a "Disruptor" in Avasant's Internet of Things Services 2023 RadarView™.

2. Birlasoft recognized as a "Leader" in the SAP Ecosystem 2023 ISG Provider Lens™ Study.
3. Birlasoft recognized in "The Booming 15" category for Service and Technology Provider Standouts - 'Global' and 'Americas' in ISG Index 1Q 2023. This is for the twelfth time (for Americas) and tenth time (for Global).
4. Birlasoft positioned as a "Star Performer (Major Contenders)" in Everest Group's Oracle Cloud Applications Services PEAK Matrix® Assessment 2023.
5. Birlasoft positioned as a "Disruptor" in Avasant's High-Tech Industry Digital Services 2023-2024 RadarView.
6. Birlasoft recognized as a "Challenger" in Avasant's Digital Workplace Services 2023 RadarView.
7. Birlasoft positioned as a "Disruptor" in Avasant's Digital CX Services 2023 RadarView.
8. Birlasoft positioned as a "Challenger" in Avasant's End-user Computing Services 2023 RadarView.
9. Birlasoft positioned as a "Leader" in Next-Gen ADM Services 2023 ISG Provider Lens™ Study for 'Continuous Testing Specialists' quadrant in the US region.
10. Birlasoft recognized as a "Challenger" in Avasant's Digital Talent Capability 2023 Radarview study.
11. Birlasoft positioned as a "Disruptor" in Avasant's Data Management and Advanced Analytics Services 2023 RadarView study.
12. Birlasoft positioned as a "Leader" in Oil and Gas Industry - Services and Solutions 2023 ISG Provider Lens™ Study in the North America region for the 'Data Management and Cloud Computing' and 'Next-Gen IT/OT Services' quadrants.
13. Birlasoft positioned as a "Product Challenger" by ISG in 'Enterprise Asset Management - North America' and 'Next-Gen IT/OT Services - Europe' quadrants.
14. Gartner recognized Birlasoft as a "Niche Player" in its Magic Quadrant report on Cloud ERP Services for Service-Centric Enterprises.
15. Birlasoft recognized as a "Product Challenger" in ISG's Manufacturing Industry Services and Solutions 2023.
16. Birlasoft recognized by ISG in its Provider Lens Competitive Benchmarking study on Oracle Cloud and Technology Ecosystem in multiple quadrants across US, Europe and Brazil as a "Rising Star, Product Challenger and Market Challenger".

17. Birlasoft recognized as a “Disruptor” in Avasant RadarView report on Tech-enabled Sustainability Services.
18. Birlasoft recognized as a “Major Contender” in Everest’s Life Sciences Smart Manufacturing Peak Matrix report 2023.
19. Birlasoft recognized as a “Product Challenger” by ISG in its Analytics Services 2023 Provider Lens Study.
20. Birlasoft recognized by ISG as a “Product Challenger” in its Intelligent Automation 2023 Provider Lens Study.
21. Birlasoft recognized as a “Leader” and “Rising Star” in SAP Ecosystem Provider Lens report.
22. Birlasoft recognized as a “Leader” in ISG’s Provider Lens report on Salesforce Ecosystem.
23. Birlasoft recognized by Avasant as a “Disruptor” in its RadarView report on Hybrid Enterprise Cloud Services.
24. Birlasoft recognized as a “Disruptor” in Avasant’s Internet of Things Services.
25. Birlasoft recognized as a “Disruptor” in Avasant’s Manufacturing Digital Services report.
26. Birlasoft featured as a “Disruptor” in Avasant’s Life Sciences Digital Services 2024 RadarView™ report.
27. Birlasoft recognized as a “Disruptor” in Avasant’s Oracle Cloud ERP.
28. Birlasoft recognized as a “Challenger” in Avasant’s Intelligent Automation Services.
29. Birlasoft recognized as a “Challenger” in Avasant’s Digital Commerce Services.
30. Birlasoft received the Frost & Sullivan 2023 Global MES in Healthcare and Life Sciences Customer Value Leadership Award.

Particulars of Employees, Directors and Key Managerial Personnel

The ratio of remuneration of each Director to the median employee’s remuneration and other details prescribed in Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed to this Report as “Annexure 3”.

In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of employees and other particulars of the top ten employees and employees drawing remuneration in excess of the limits as provided in the said Rules are required in the Board’s Report as an addendum thereto. However, in terms of provisions of the first proviso to Section 136(1) of the Act, this Annual Report is being sent to the Members of the Company excluding the aforesaid information. The said information is available for inspection and any Member interested in obtaining such information may write to the Company Secretary for the same.

Employees Stock Option Plans (“ESOPs”)

The information pursuant to the provisions of the Act and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, relating to ESOPs of the Company, is annexed to this Report as “Annexure 4” and has been uploaded on the website of the Company and can be accessed through web link <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Certificate from Dr. K. R. Chandratre, Practising Company Secretary (FCS No.: 1370 and CP No.: 5144), the Secretarial Auditor of the Company, confirming that the schemes have been implemented in accordance with the said SEBI Regulations, would be placed at the ensuing AGM of the Company for inspection by the Members.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention and prohibition of sexual harassment at workplace (“POSH Policy”). The Company has also put in place a redressal mechanism for resolving complaints received with respect to sexual harassment and discriminatory employment practices for all genders. This process ensures complete anonymity and confidentiality of information. An Internal Committee has been constituted to investigate and resolve all sexual harassment complaints reported to this Committee.

During the year under review, two complaints of sexual harassment were received by the Company. Details as per the provisions of Sections 21 and 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are as under:

Number of cases pending at the beginning of the financial year	1
Number of complaints filed during the financial year	2
Number of cases pending at the end of the financial year	Nil
Details of workshops or awareness programs against sexual harassment carried out	<ul style="list-style-type: none"> • The Internal Committee (IC) has been reconstituted and represented by a lawyer through the external POSH partner. • Two training sessions were conducted for the IC Members by the new external partner. • New external tool for registering, recording and monitoring of POSH complaints, provided and monitored by the external partner is introduced for the employees and others to register their complaints. With this, tracking of complaints becomes more efficient. • All new joiners are provided with training sessions through e-learning modules and training attendance is mandatory for all. • For all existing employees, refresher training through e-learning modules is provided. • Regular awareness campaigns through email and posters are done, with highlights of the policy, complaint and redressal mechanism.
Nature of action taken by the employer or district officer	<p>All three cases (including the open case from previous FY) were closed by IC as per POSH policy. Basis the inquiry & recommendation of the IC, the following actions were taken:</p> <p>In two cases warning letters were issued to the accused employees. Accused in the third case was a customer resource (unnamed); therefore, the case was shared with the IC of customer for their necessary action. However, the complainant withdrew her complaint later in writing and did not provide any detail of the accused or incident, hence the complaint was closed by the customer IC.</p>

Policy on Directors’ appointment and remuneration

Pursuant to the provisions of Section 134(3)(c) of the Act, the policy of the Company on the appointment and remuneration of Directors including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act is annexed to this Report as “Annexure 5”. This Nomination and Remuneration Policy as approved by the Board is available on the Company’s website and can be accessed through the web link <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Particulars of loans, guarantees or investments

The details of loans, guarantees and investments, if any, which are covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

Related Party Transactions

The Company has adequate procedures for identification and monitoring of related party transactions. All the transactions entered into with the related parties during the financial year were at arm’s length basis and in the ordinary course of business. The related party transactions are placed before the Audit Committee on a quarterly basis for their approval/noting, as the case may be.

For details on related party transactions, Members may refer to the notes to the financial statements. The Policy on Related Party Transactions as approved by the Board is available on the Company’s website and can be accessed through the web link <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Pursuant to the provisions of Section 134(3)(h) of the Act, the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act and prescribed in Form AOC-2 of Companies (Accounts) Rules, 2014, is annexed to this Report as “Annexure 6”.

Material changes and commitments

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate, and the date of this Report.

Enterprise Risk Management Policy

The Board has constituted a Risk Management Committee (the “RMC”) to review the risk management plan/process of the Company. The RMC assists the Board in its oversight of the Company’s management of key risks, including strategic and operational risks, as well as the guidelines, policies

and processes for monitoring and mitigating such risks under the aegis of the overall Business Risk Management Framework.

The Company has an Enterprise Risk Management Policy which has been approved by the Board. The Policy acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organization. The Board monitors and reviews periodically the implementation of various aspects of the Enterprise Risk Management Policy through the RMC.

A write-up on 'Enterprise Risk Management' forms part of this Annual Report.

There are no risks identified by the Board which may threaten the existence of the Company.

Internal Control Systems and Adequacy of Internal Financial Controls

The Company has put in place adequate internal financial control procedures commensurate with its size, complexity and nature of business. The Company has identified and documented all key financials controls, which impact the financial statements as part of its Standard Operating Procedures. The financial controls are tested for operating effectiveness through ongoing monitoring and review process by the management and also independently by the Internal Auditor. Where weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen control, and these are in turn reviewed at regular intervals.

Based on the review, nothing has come to the attention of Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review.

Audit Committee

The Board has a duly constituted Audit Committee in line with the provisions of the Act and the SEBI (LODR) Regulations, 2015. The primary objective of the Committee is to monitor and provide effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting. The Committee met four times during the year. Detailed information pertaining to the Audit Committee has been provided in the Corporate Governance Report.

Committee Recommendations

During the year, recommendations of all the Committees were accepted by the Board. The composition of the Committees is provided in the Corporate Governance Report.

Corporate Social Responsibility ("CSR")

The details of the initiatives taken by the Company during the year on CSR, in accordance with Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 & the amendments thereto, along with information about CSR Committee of the Board, is annexed to this Report as "Annexure 7".

The CSR Policy of the Company is available on the website of the Company and can be accessed through the web link <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Annual Evaluation of the Board, its Committees and Individual Directors

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for the financial year 2023-24. The performance evaluation was done individually using structured questionnaires, covering composition of Board, receipt of regular inputs and information, functioning, performance and structure of Board Committees, skill set, knowledge and expertise of Directors, attendance at Board/Committee meetings, preparation and contribution at Board/Committee meetings, leadership, etc. The performance evaluation of the respective Committees and that of Independent and Non-Independent Directors was done by the Board, excluding the Director being evaluated. List of Key Skills/Expertise/Competencies of the Board is provided in the Corporate Governance Report.

The performance evaluation of Non-Independent Directors, the Chairman and the Board was done by the Independent Directors.

Establishment of Vigil Mechanism

The Company has a Whistle Blower Policy covering vigil mechanism as per Regulation 22 of the SEBI (LODR) Regulations, 2015, for the Directors and employees to report their genuine concerns. The details of the same are explained in the Corporate Governance Report. The Whistle Blower Policy can be accessed on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Annual Return

Pursuant to Sections 134(3)(a) and 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in e-form MGT-7 can be accessed on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings#annual-return>.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed as "Annexure 8" to this Report.

Directors' Responsibility Statement

The Directors, to the best of their knowledge and belief and according to the information and explanations obtained and pursuant to Section 134(3)(c) and Section 134(5) of the Act, confirm that:

- i) in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024 and of the profit of the Company for the year ended March 31, 2024;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual financial statements on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CEO & CFO Certification

As required by Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the CEO and CFO certificate, for the year under review was placed before the Board at its meeting held on April 29, 2024.

A copy of such certificate forms a part of the Corporate Governance Report.

Secretarial Standards issued by the Institute of Company Secretaries of India

The Company complies with all applicable Secretarial Standards as issued by the Institute of Company Secretaries of India.

Listing with Stock Exchanges

The equity shares of the Company continue to be listed on the National Stock Exchange of India Limited and BSE Limited. The Annual Listing Fee for the financial year 2024-25 has been paid to these exchanges.

Directors & Officers Insurance Policy

The Company has in place an insurance policy for its Directors & Officers with a quantum and coverage as approved by the Board. The policy complies with the requirement of Regulation 25(10) of SEBI (LODR) Regulations, 2015.

Other Statutory Disclosures

The Directors state that no disclosure or reporting is required with respect to the following items as there were no transactions related to these items during the year under review:

- Details relating to Deposits covered under Chapter V of the Act;
- Issue of sweat equity shares or equity shares with differential rights as to dividend, voting or otherwise;
- Raising of funds through, preferential allotment or qualified institutions placement;
- Provision of money for purchase of its own shares by employees or by trustees for the benefit of employees;
- Significant or material order passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future;
- Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016;
- Instance of one-time settlement with any financial Institution; and
- Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act.

Acknowledgments

The Board of Directors take this opportunity to thank all the Members of the Company for their continued support.

The Directors thank all the customers, vendors and bankers for their continued support during the year. The Directors place on record their appreciation to the contribution made by the employees at all levels, the Company's consistent growth was made possible by their hard work, solidarity, co-operation and support.

The Directors further thank the governments of various countries where the Company has its operations. The Directors also thank the Government of India, particularly the Ministry of Communication and Information Technology, the Ministry of

Commerce, the Ministry of Finance, the Ministry of Corporate Affairs, the Customs and Indirect Taxes Departments, the Income Tax Department, the Reserve Bank of India, the State Governments, the Software Development Centres (SDCs)/ Special Economic Zones (SEZs) – Pune, Noida, Mumbai, Navi Mumbai, Chennai, Coimbatore, Bengaluru, Hyderabad and all other government agencies and look forward to their continued support in the future.

For and on behalf of the Board of Directors

New Delhi
April 29, 2024

Amita Birla
Chairman
DIN: 00837718

Annexure 1

FORM NO. AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

(Pursuant to first proviso to sub-section (3) of Section 129, read with Rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	(₹ in million except exchange rate)													
		1	2	3	4	5	6	7	8	9	10	11	12	13	
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	₹ 90.00	₹ 8340	₹ 8340	₹ 8340	₹ 22.71	₹ 90.00	₹ 16.62	₹ 61.52	₹ 105.26	₹ 8340	₹ 105.26	₹ 105.26	₹ 105.26	₹ 5.04
	Share capital	9.00	4,646.20	9.17	425.77	26.92	2.25	66.87	0.00*	52.63	41.70	15.79	0.09	7.81	
	Reserves & surplus	438.39	3,311.70	1,047.54	(121.73)	144.08	33.55	317.04	1,257.74	210.03	6,548.68	148.63	39.23	(37.39)	
	Total assets	987.25	12,010.80	1,389.42	64.716	205.62	298.26	473.25	1,451.24	1,732.97	9,504.79	848.23	57.26	92.98	
	Total liabilities	539.86	4,052.90	332.71	343.12	34.61	262.46	89.34	193.50	1,470.31	2,914.41	683.81	17.94	122.56	
	Investments (except in case of investment in subsidiaries)	90.00	715.05	448.18	297.92	37.99	72.00	281.12	730.83	-	3,191.58	66.13	-	-	
	Turnover	564.52	21,288.94	2,853.16	1,152.29	100.36	484.06	841.64	1,096.31	1,515.33	22,501.50	1,671.46	69.24	215.94	
	Profit/(Loss) before taxation	224.12	1,880.40	(35.81)	166.57	(10.57)	13.28	162.34	108.89	(12.87)	2,318.99	(66.18)	13.05	9.06	

Sr. No.	1	2	3	4	5	6	7	8	9	10	11	12	13
Name of the Subsidiary	Birlasoft Solutions France	Birlasoft Solutions Inc.	Birlasoft Computer Corporation	Birlasoft Consulting, Inc.	Birlasoft Solutions ME FZE	Birlasoft Solutions GmbH	Birlasoft Solutions Ltda.	Birlasoft Technologies Canada Corporation	Birlasoft Solutions Limited	Birlasoft Inc.	Birlasoft (UK) Limited	Birlasoft Soln. Bhd.	Birlasoft Solutions Mexico, S.A. DE C.V.
Provision for taxation	-	(475.63)	4.97	61.35	-	(4.35)	(55.58)	(29.28)	1.84	(629.29)	(474)	(4.25)	-
Profit/(Loss) after taxation	22412	1,404.77	(30.84)	227.92	(10.57)	8.93	106.76	79.61	(11.03)	1,689.69	(70.93)	8.80	9.06
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

* Due to rounding off in millions, it is appearing as zero.

Notes:

- a) 100% owned by Birlasoft Solutions Inc.
- b) Includes Australia Branch.
- c) 100% owned by Birlasoft Solutions Limited.
- d) 99.98% owned by Birlasoft Solutions Inc. and 0.02% owned by Birlasoft Limited.
- e) 100% owned by Birlasoft Computer Corporation.
- f) Includes Spain Branch and Slovakia Branch.
- g) During the year, dividend was paid by Birlasoft Inc. to Birlasoft Limited, details of which are given in the financial statements.
- h) 100% owned by Birlasoft Inc. and includes Netherlands Branch.
- i) 99.93% owned by Birlasoft Solutions Inc. and 0.07% owned by Birlasoft Consulting, Inc.
- j) Part "B" of this statement is not applicable, as the Company neither has any associates nor joint ventures.

For and on behalf of the Board of Directors

Amita Birla
Chairman
 DIN: 00837718
 New Delhi

Angan Guha
CEO & Managing Director
 DIN: 09791436
 New Delhi

Sneha Padve
Company Secretary
 New Delhi
 Membership No.: A9678

Kamini Shah
Chief Financial Officer
 New Delhi

April 29, 2024

Annexure 2

SECRETARIAL AUDIT REPORT

for the financial year ended 31 March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members,
 Birlasoft Limited,
 35 & 36, Rajiv Gandhi Infotech Park,
 Phase - I, MIDC, Hinjawadi, Pune – 411057.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Birlasoft Limited (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the period covering the financial year ended on 31 March, 2024 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): –
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable to the Company during the Audit Period**);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**); and
 - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) **I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- (a) The Information Technology Act, 2000 and the rules made thereunder.

review were carried out in compliance with the provisions of the Act.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under

I further report that during the Audit Period, no specific event took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

Place: Pune

Date: 29 April 2024

Unique Identification No: F001370F000267746

Peer Review Certificate No.: 1206/2021

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure to the Secretarial Audit Report

To,

The Members,
Birlasoft Limited,
35 & 36, Rajiv Gandhi Infotech Park,
Phase - I, MIDC, Hinjawadi, Pune – 411057.

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

Place: Pune

Date: 29 April 2024

Unique Identification No: F001370F000267746

Peer Review Certificate No.: 1206/2021

THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS IN TERMS OF SECTION 197(12) OF THE ACT, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Sr. No.	Particulars	Name of Director/Key Managerial Personnel [#]	Designation	Disclosure
i.	The ratio of the remuneration of each Director to the median remuneration of the employees for the financial year.	Amita Birla Chandrakant Birla Ananth Sankaranarayanan Satyavati Berera Nidhi Killawala Manish Choksi Ashok Kumar Barat Alka Bharucha Nandita Gurjar Angan Guha	Non-Executive Director, Chairman Non-Executive Director Independent Director Independent Director Independent Director Independent Director Independent Director Independent Director Independent Director CEO & Managing Director	3.27 1.31 1.31 Not comparable as figures are for part of the year* Not comparable as figures are for part of the year* 7.53
ii.	The percentage increase in remuneration of each Director, CFO, CS in the financial year.	Amita Birla Chandrakant Birla Ananth Sankaranarayanan Satyavati Berera Nidhi Killawala Manish Choksi Ashok Kumar Barat Alka Bharucha Nandita Gurjar Angan Guha Kamini Shah Sneha Padve	Non-Executive Director, Chairman Non-Executive Director Independent Director Independent Director Independent Director Independent Director Independent Director Independent Director CEO & Managing Director Chief Financial Officer Company Secretary	Nil Nil Not comparable as figures are for part of the year* Not comparable as figures are for part of the year* 12.09% 22.52%\$
iii.	The increase in the median remuneration of employees in the financial year.			

Sr. No.	Particulars	Name of Director/Key Managerial Personnel [#]	Designation	Disclosure
iv.	The number of permanent employees on the rolls of the Company.			10,351 employees as on March 31, 2024.
v	Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.			Average percentage increase in salaries of employees other than Managerial Personnel is 11.26%. Average increase in the remuneration of Directors and other Key Managerial Personnel is 12.92%\$.
vi.	It is affirmed that the remuneration paid is as per the remuneration policy of the Company.			

NOTES:

- # For Non-Executive/Independent Directors, the ratio to median remuneration and percentage increase are based on the remuneration only in the form of Commission (excluding sitting fees).
- \$ Increase is on account of perquisite value of stock incentives allotted during the year.
- * Figures are for part of the year for following financial years:

Financial years	Names of Directors	Details
FY 2022-23	Angan Guha	Appointed as CEO & MD w.e.f. December 1, 2022
	Ananth Sankaranarayanan	Appointed as an Independent Director w.e.f. February 2, 2023
	Kamini Shah	Appointed as Chief Financial Officer w.e.f. April 3, 2023
	Alka Bharucha	Ceased to be an Independent Director on May 22, 2023
FY 2023-24	Satyavati Berera	Appointed as an Independent Director w.e.f. October 31, 2023
	Nidhi Killawala	Appointed as an Independent Director w.e.f. December 15, 2023
	Ashok Kumar Barat	Ceased to be an Independent Director on January 14, 2024
	Nandita Gurjar	Ceased to be an Independent Director on January 14, 2024
	Manish Choksi	Appointed as an Independent Director w.e.f. January 16, 2024

For and on behalf of the Board of Directors

New Delhi
April 29, 2024

Amita Birla
Chairman
DIN: 00837718

EMPLOYEE STOCK OPTION PLANS

Disclosure pursuant to Section 62 of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as on March 31, 2024

A. Summary of Employee Stock Option Plans ("ESOPs")/Performance Stock Units ("PSUs")/Restricted Stock Units ("RSUs")

The position of the existing schemes are summarized as under:

Sr. No.	Particulars	Employee Stock Option Scheme 2006 ("ESOP 2006")	Employee Stock Option Plan 2015 ("ESOP 2015")	Special Purpose Birlasoft Employee Stock Option Plan 2019 ("ESOP 2019")	Birlasoft Share Incentive Plan 2019 ("SIP 2019")		Birlasoft Share Incentive Plan 2022 ("SIP 2022")	
					Options	RSUs	PSUs	RSUs
I. Details of the ESOPs/PSUs/RSUs:								
1	Date of Shareholder's Approval	August 28, 2006	August 19, 2015	August 29, 2018	October 3, 2019		August 3, 2022	
2	Total Number of Options/PSUs/RSUs approved#	1,36,83,562	25,00,000	47,69,267	1,07,14,200	16,48,300	50,00,000	
3	Vesting Requirements	The Options shall vest as follows: End of year 1: 30% End of year 2: 30% End of year 3: 40%	The Options shall vest as follows: End of year 1: 30% End of year 2: 30% End of year 3: 40%	The Options shall vest as follows: March 15, 2019: 30% March 15, 2020: 30% March 15, 2021: 40%	The Options shall vest as follows: End of year 2 : 50% End of year 3: 50%	The RSUs shall vest as follows: End of year 2 : 50% End of year 3: 50%	The Vesting Criteria of PSUs shall be a combination of performance parameters (individual and/or company) and time-based vesting criteria as follows: End of year 1: 30% End of year 2: 30% End of year 3: 40%	The RSUs shall vest as follows: End of year 1: 30% End of year 2: 30% End of year 3: 40%
4	The Pricing Formula/Exercise Price	Closing Market Price of the Company's equity share on the Stock Exchange which has highest trading volumes, on the day prior to the date of grant of Options.	Closing Market Price of the Company's equity share on the Stock Exchange which has highest trading volumes, on the day prior to the date of grant of Options.	₹ 3.10 per option.	Closing Market Price of the Company's equity share on the Stock Exchange which has highest trading volumes, on the day prior to the date of grant of Options.	The Exercise Price shall be equal to face value of shares i.e. ₹ 2/- per RSU.	The Exercise Price shall be equal to face value of shares i.e. ₹ 2/- per PSU.	The Exercise Price shall be equal to face value of shares i.e. ₹ 2/- per RSU.

Sr. No.	Particulars	Employee Stock Option Scheme 2006 ("ESOP 2006")	Employee Stock Option Plan 2015 ("ESOP 2015")	Special Purpose Birlasoft Employee Stock Option Plan 2019 ("ESOP 2019")	Birlasoft Share Incentive Plan 2019 ("SIP 2019")		Birlasoft Share Incentive Plan 2022 ("SIP 2022")		
					Options	RSUs	PSUs	RSUs	
5	Maximum term of Options/PSUs/RSUs granted (years)	a. For Vesting of Options: Maximum period of 3 years from the date of grants. b. For Exercise of Options: Maximum period of 5 years from the date of vesting of options granted.	a. For Vesting of Options: Maximum period of 3 years from the date of grants. b. For Exercise of Options: Maximum period of 5 years from the date of vesting of options granted.	a. For Vesting of Options: Maximum period of 3 years from the date of grants. b. For Exercise of Options: Maximum period of 4 years from the date of vesting of options granted.	a. For Vesting of Options: Maximum period of 2 years from the date of grants. b. For Exercise of Options: Maximum period of 4 years from the date of vesting of options granted.	a. For Vesting of RSUs: Maximum period of 2 years from the date of grants. b. For Exercise of RSUs: Maximum period of 4 years from the date of vesting of RSUs granted.	a. For Vesting of PSUs: Maximum period of 3 years from the date of grants. b. For Exercise of PSUs: Maximum period of 4 years from the date of vesting of PSUs granted.	a. For Vesting of RSUs: Maximum period of 3 years from the date of grants. b. For Exercise of RSUs: Maximum period of 4 years from the date of vesting of RSUs granted.	
6	Source of shares	These Schemes use both new issue of shares by the Company ("Primary Shares") as well as secondary acquisition of shares ("Secondary Shares") by the Trust as source of shares for implementation.							
7	Variation in terms of Options/PSUs/RSUs	Nil							
Primary allotment to the Option/PSU/RSU holders.									

The total number of Options approved under each Scheme has been adjusted for subsequent share splits and bonus issues for better understanding.

Sr. No.	Particulars	ESOP 2006			ESOP 2015			ESOP 2019			SIP 2019			SIP 2022		
		No. of Options	Weighted Average Exercise Price		No. of Options	Weighted Average Exercise Price		No. of Options	Weighted Average Exercise Price		No. of PSUs	Weighted Average Exercise Price		No. of RSUs	Weighted Average Exercise Price	
II. Options/PSUs/RSUs movement during the year ended March 31, 2024:																
1	Options/PSUs/RSUs outstanding at the beginning of the year	74,400	58.74	99,600	63.43	86,984	3.10	3,809,036	268.41	181,608	2.00	1,600,775	2.00	1,309,725	2.00	
2	Options/PSUs/RSUs granted during the year	-	-	-	-	-	-	2,469,500	386.32	-	-	657,800	2.00	538,200	2.00	
3	Options/PSUs/RSUs forfeited/surrendered during the year	-	-	-	-	-	-	1,737,620	406.41	-	-	159,496	2.00	95,962	2.00	
4	Options/PSUs/RSUs lapsed during the year	-	-	5,600	58.74	-	-	-	-	-	-	-	-	-	-	
5	Options/PSUs/RSUs vested during the year	-	-	-	-	-	-	399,036	323.97	102,804	2.00	453,428	2.00	370,988	2.00	
6	Options/PSUs/RSUs exercised during the year	74,400	58.74	71,800	60.91	86,984	3.10	771,216	126.88	78,804	2.00	65,727	2.00	64,143	2.00	

Sr. No.	Particulars	ESOP 2006		ESOP 2015		ESOP 2019		SIP 2019		SIP 2022					
		No. of Options	Weighted Average Exercise Price	No. of Options	Weighted Average Exercise Price	No. of Options	Weighted Average Exercise Price	No. of Options	Weighted Average Exercise Price	No. of PSUs	Weighted Average Exercise Price	No. of RSUs	Weighted Average Exercise Price		
7	Number of shares arising as a result of exercise of Options/PSUs/RSUs	74,400	58.74	71,800	60.91	86,984	3.10	771,216	126.88	78,804	2.00	65,727	2.00	64,143	2.00
8	Money realized by exercise of Options/PSUs/RSUs (₹), if scheme is implemented directly by the Company	-	-	-	-	269,650	3.10	97,853,748	126.88	157,608	2.00	131,454	2.00	128,286	2.00
9	Loan Repaid by the Trust during the year from exercise price received	Not Applicable													
10	Options/PSUs/RSUs outstanding at the end of the year	0	0.00	22,200	72.77	0	0.00	3,769,700	311.00	102,804	2.00	2,033,352	2.00	1,687,820	2.00
11	Options/PSUs/RSUs exercisable at the end of the year	0	0.00	22,200	72.77	0	0.00	1,128,200	126.12	102,804	2.00	345,492	2.00	306,845	2.00

Sr. No.	Particulars	ESOP 2006	ESOP 2015	ESOP 2019	ESOP 2019	ESOP 2019	SIP 2019	SIP 2022
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III. Diluted Earnings Per Share pursuant to issue of shares on exercise of Options/PSUs/RSUs calculated in accordance with IND-AS 33

22.25

Method of Accounting

Fair Value Method in accordance with Ind-AS 102: share based payment

Sr. No.	Particulars	ESOP 2015		ESOP 2019		SIP 2019		SIP 2022	
		ESOP 2015	ESOP 2019	Options	RSUs	Options	RSUs	PSUs	RSUs
IV.	Weighted Average Fair Value of Options/PSUs/RSUs granted during the year ended March 31, 2024 whose:								
(a)	Exercise price equals market price	-	-	-	-	168.32	-	-	-
(b)	Exercise price is greater than market price	-	-	-	-	-	-	-	-
(c)	Exercise price is less than market price	-	-	-	-	-	-	439.11	439.11

Sr. No.	Particulars	ESOP 2015		ESOP 2019		SIP 2019		SIP 2022	
		ESOP 2015	ESOP 2019	Options	RSUs	Options	RSUs	PSUs	RSUs
V.	The weighted average market price of Options/PSUs/RSUs exercised during the year ended March 31, 2024	529.42	447.97	28775	28775	511.14	28775	783.45	792.18

Sr. No.	Particulars	ESOP 2006	ESOP 2015	ESOP 2019	SIP 2019	SIP 2022
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VI. Employee-wise details of Options/PSUs/RSUs granted during the financial year 2023-24 to:

(i) Senior Managerial Personnel:

Sr. No.	Name of the Employee	No. of Options Granted	Exercise Price (₹)	No. of Options Granted	Exercise Price (₹)	No. of Options Granted	Exercise Price (₹)	No. of Options Granted	Exercise Price (₹)	No. of PSUs Granted	Exercise Price (₹)	No. of PSUs Granted	Exercise Price (₹)	No. of RSUs Granted	Exercise Price (₹)
1	Roopinder Singh - CEO - Americas	-	-	-	-	250,000	281.65	-	-	82,500	2.00	67,500	2.00	67,500	2.00
2	Arun Dinakar Rao - Chief People Officer	-	-	-	-	250,000	281.65	-	-	82,500	2.00	67,500	2.00	67,500	2.00
3	Kamini Shah - Chief Financial Officer	-	-	-	-	250,000	281.65	-	-	82,500	2.00	67,500	2.00	67,500	2.00
4	Selvakumarann Mannappan - Chief Operating Officer	-	-	-	-	250,000	542.40	-	-	82,500	2.00	67,500	2.00	67,500	2.00
5	Manjunath Kygonahally - CEO - ROW	-	-	-	-	250,000	786.25	-	-	82,500	2.00	67,500	2.00	67,500	2.00

(ii) Employees who were granted, during any one year, Options/PSUs/RSUs amounting to 5% or more of the Options/PSUs/RSUs granted during the year:

Sr. No.	Name of the Employee	No. of Options Granted	Exercise Price (₹)	No. of Options Granted	Exercise Price (₹)	No. of Options Granted	Exercise Price (₹)	No. of Options Granted	Exercise Price (₹)	No. of PSUs Granted	Exercise Price (₹)	No. of PSUs Granted	Exercise Price (₹)	No. of RSUs Granted	Exercise Price (₹)
1	Roopinder Singh - CEO - Americas	-	-	-	-	250,000	281.65	-	-	82,500	2.00	67,500	2.00	67,500	2.00
2	Arun Dinakar Rao - Chief People Officer	-	-	-	-	250,000	281.65	-	-	82,500	2.00	67,500	2.00	67,500	2.00
3	Kamini Shah - Chief Financial Officer	-	-	-	-	250,000	281.65	-	-	82,500	2.00	67,500	2.00	67,500	2.00
4	Selvakumarann Mannappan - Chief Operating Officer	-	-	-	-	250,000	542.40	-	-	82,500	2.00	67,500	2.00	67,500	2.00
5	Manjunath Kygonahally - CEO - ROW	-	-	-	-	250,000	786.25	-	-	82,500	2.00	67,500	2.00	67,500	2.00

(iii) Identified employees who were granted Options/PSUs/RSUs, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant:

Sr. No.	Name of the Employee	No. of Options Granted	No. of Options Granted	No. of Options Granted	No. of PSUs Granted	No. of PSUs Granted	No. of RSUs Granted	No. of RSUs Granted
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None of the employees were granted 1% or more of the issued capital of the Company at the time of grant during the year

Sr. No.	Particulars	ESOP 2019		ESOP 2015		ESOP 2016		ESOP 2019		SIP 2019		SIP 2022	
		Options	RSUs	Options	RSUs	Options	RSUs	Options	RSUs	Options	RSUs	Options	RSUs
VII.	Method and assumptions used to estimate the fair value of Options/PSUs/RSUs granted during the year ended March 31, 2024:												
	The fair value has been calculated using the Black Scholes Option Pricing Model												
Sr. No.	Variables	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average	Weighted Average
1	Risk-Free Interest Rate (%)	-	-	-	-	-	-	6.88	-	-	-	-	7.03
2	Expected Life (years)	-	-	-	-	-	-	4.16	-	-	-	-	3.76
3	Expected Volatility (%)	-	-	-	-	-	-	49.70	-	-	-	-	46.05
4	Dividend Yield (%)	-	-	-	-	-	-	1.26	-	-	-	-	1.05
5	Exercise Price (₹)	-	-	-	-	-	-	386.32	-	-	-	-	2.00
6	Price of the underlying share in market at the time of the Option/PSU/RSU grant (₹)	-	-	-	-	-	-	386.32	-	-	-	-	455.25

Assumptions:

The assumptions used in the model are as follows:

- a) Stock Price: Closing price of the equity shares of the Company on the National Stock Exchange of India Limited on the trading day, prior to the date of grant has been considered.
- b) Volatility: The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.
- c) Risk-free rate of return: The risk-free interest rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the Options based on the zero-coupon yield curve for Government Securities.
- d) Exercise Price: Exercise Price of each specific grant has been considered.
- e) Time to Maturity: Time to Maturity/Expected Life of Options/PSUs/RSUs is the period for which the Company expects the Options/PSUs/RSUs to be live.
- f) Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields for five financial years preceding the date of the grant.

VIII. Effect of share-based payment transactions on the entity's Profit or Loss for the period:

Sr. No.	Particulars	March 31, 2024
1	Employee Option Plan Expense	617.93
2	Total Liability at the end of the period	909.02

(₹ in million)

IX. Details related to Trust:

Consequent upon the merger of Birlasoft (India) Limited with the Company, the KPIT Technologies Employees Welfare Trust has been transferred to KPIT Technologies Limited (erstwhile KPIT Engineering Limited). Hence, the details related to the Trust are not applicable to the Company.

For and on behalf of the Board of Directors

New Delhi
April 29, 2024

Amita Birla
Chairman
DIN: 00837718

Annexure 5

NOMINATION AND REMUNERATION POLICY

1. Introduction

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that the members remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013, and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, this Policy on nomination and remuneration of Directors (including non-executive directors) of the Board of Directors, the Key Managerial Personnel, Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors. This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors (including non-executive directors), Key Managerial Personnel and Senior Management Personnel and evaluation of performance of Directors.

2. Definitions

- a) In this Policy unless the context otherwise requires:
 - i) "Act" means the Companies Act, 2013 and rules issued thereunder.
 - ii) "Board of Directors" or "Board", in relation to the Company, means the collective body of the directors of the Company.
 - iii) "Committee" means Nomination and Remuneration Committee of the Company, as constituted or reconstituted by the Board.
 - iv) "Company" means Birlasoft Limited.
 - v) "Director" means a Director appointed to the Board of the Company.
 - vi) "Independent Director" means a director referred to in Section 149(6) of the Companies Act, 2013,

read with Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

- vii) "Key Managerial Personnel" (KMP) shall have the meaning ascribed to it in the Act and the Rules made thereunder.
- viii) "Non-Executive Directors" includes Independent Directors.
- ix) "Policy" means this Nomination and Remuneration Policy.
- x) "SEBI (LODR) Regulations, 2015" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- xi) "Senior Management Personnel" (SMP) shall mean officers/personnel of the Company who are (i) one level below the Chief Executive Officer & Managing Director and also, members of the core management; (ii) KMP; (iii) Head-Internal Audit; and (iv) any other person as may be identified by the NRC and the Board from time to time.

- b) Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and the SEBI (LODR) Regulations, 2015, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

3. Objective of the Policy

- a) The objective of this Policy is to outline a framework to ensure that the Company's remuneration levels are aligned with industry practices and are sufficient to attract and retain competent directors on the Board, KMP and SMP of the quality required, while allowing fair rewards for the achievement of key deliverables and enhanced performance. The key objectives of this Policy include:
 - i) guiding the Board in relation to appointment and removal of Directors, KMP and SMP;

- ii) specifying the manner for effective evaluation of the performance of the members of the Board individually, Board as a whole and Committees thereof, and review its implementation and compliance.
 - iii) recommending to the Board the remuneration, in whatever form, payable to the Directors, KMP and SMP.
- b) While determining the remuneration for the Directors (including Non-Executive Directors), KMP and SMP, regard should be made to prevailing market conditions, business performance and practices in comparable companies, as also to financial and commercial health of the Company as well as prevailing laws and government/other guidelines, to ensure that pay structures are appropriately aligned and the level of remuneration remain appropriate.
- c) While designing the remuneration package it should be ensured that:
- i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the person, to ensure the quality required to run the Company successfully;
 - ii) there is a balance between fixed and incentive pay, reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.
- d) Some part of the remuneration package may be linked to the achievement of corporate performance targets of the Company and a strong alignment of interest with stakeholders.
- e) The Committee may consult with the Chairman of the Board as it deems appropriate.
- f) The Committee shall observe the set of principles and objectives as envisaged under the Act (including Section 178 thereof), rules framed there under and the SEBI (LODR) Regulations, 2015, including, inter-alia, principles pertaining to determining qualifications, positive attributes, integrity and independence.

4. Applicability

This policy is applicable to:

- a) Directors, including Non-Executive Directors;
- b) Key Managerial Personnel; and
- c) Senior Management Personnel.

5. Committee Constitution and details

The Committee shall comprise of at least three Directors, all of whom shall be non-executive directors and at least half shall be Independent Directors, the Chairperson being an Independent Director, or of such number of Directors as would be required under applicable laws. The Chairperson of the Company (whether or not a non-executive director) may be a member of the Committee but shall not chair such Committee. The Chairperson of this Committee or in case of his absence, any other person authorised by him shall attend the general meetings of the Company. The meeting of the Committee shall be held at such intervals as may be required and it may meet, convene and conduct meetings through video conferencing or audio-visual means, as may be provided by the Company. The Company Secretary of the Company shall act as the Secretary of the Committee. A member of the Committee is not entitled to participate when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee. The quorum necessary for transacting business at a meeting of the Committee shall be two members or one-third of the members of the Nomination and Remuneration Committee; whichever is greater. Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present. Any such decision shall for all purposes be deemed a decision of the Committee. In the case of equality of votes, the Chairman of the meeting will have a casting vote. The Committee shall, as per the provisions of the Act, maintain written minutes of its meetings.

6. Responsibility of the Committee

The Committee is responsible for:

- a) criteria for determining qualifications, positive attributes and independence of a Director for the purpose of this Policy;
- b) advising the Board on issues concerning principles for remuneration of Directors (including Non-Executive Directors), KMP and SMP. The Nomination and Remuneration Committee shall, while formulating the principles for remuneration ensure that—
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- c) monitoring and evaluating the application of this Policy;
- d) devising a policy on diversity of board of directors;
- e) monitoring and evaluating current remuneration structures and levels in the Company; and
- f) any other responsibility as determined by the Board.

7. Powers of the Committee

The Committee shall have *inter-alia* following powers:

- a) Conduct studies or authorise studies of issues within the scope of the Committee and will have access to necessary books, records, facilities and personnel of the Company;
- b) Retain or seek advice of consultants and experts for performance of their role under this Policy and the costs relating thereto shall be borne by the Company;
- c) Delegate its powers or form sub-committees to perform any of its functions or role under this Policy, subject to approval of the Board.

8. Appointment of Directors, KMP and SMP

8.1 Appointment of Directors:

- a) The NRC shall identify persons who are qualified to become directors in accordance with the criteria laid down, and recommend to the board of directors their appointment.
- b) The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director.

Further, for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.
- (c) The NRC shall decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

8.2 Appointment of KMP and SMP:

The NRC shall recommend to the Board of Directors, the appointment of KMP and SMP in accordance with the criteria laid down.

The NRC shall have the discretion to consider and fix criteria for the appointment of KMP and SMP which shall include the following:

- (a) The job description and responsibilities must be clearly defined;
- (b) The candidate being considered must be a functional expert in the relevant field of work.
- (c) The candidate shall be interviewed by MD and/or by the panel decided by MD.

The candidate so identified shall be recommended by the NRC, if found suitable, to the Board of Directors for the appointment.

8.3 General guidelines for appointment of a Director, KMP and SMP

- a) While recommending the appointment of any Director, the Committee shall make sure that diversity guidelines are being adhered to.
- b) Appointment of Directors, KMP and SMP shall also be governed by the provisions of the Act and compliance of the SEBI (LODR) Regulations, 2015.
- c) The appointment of Directors, KMP and SMP shall be done by the Board on the recommendation of Committee.
- d) The appointment of KMP and SMP shall be made in accordance with the Human Resource guidelines of the Company, subject to necessary recommendation(s) from the Committee.

9. Remuneration

a) Remuneration to Directors and KMP:

- i) The remuneration, compensation, commission, etc. to the Directors and KMP will be determined by the Committee and recommended to the Board for approval. The remuneration, compensation, commission, etc. shall be subject to the prior/post approval of the members of the Company and Central Government, wherever required.
- ii) The remuneration and commission to be paid to the Directors shall be as per the statutory provisions of the Act and the rules made there under and/or the SEBI (LODR) Regulations, 2015, for the time being in force.
- iii) Increments to the existing remuneration/compensation structure of the Directors and KMP shall be recommended by the Committee to the Board which should be within the slabs approved by the members in the case of the Directors.
- iv) Where any insurance is taken by the Company on behalf of its Directors and KMP for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

v) Remuneration to the Executive Directors and KMP:

Fixed pay:

- Executive Directors and KMP shall be eligible for a monthly remuneration as may be approved by the Board, on the recommendation of the Committee in accordance with the statutory provisions of the Act and the rules made thereunder and/or the SEBI (LODR) Regulations, 2015, for the time being in force.
- The remuneration approved shall clearly provide break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees, etc.

Variable components:

- The Executive Director and KMP may be eligible for performance linked variable pay which will

be based on the individual and the Company's performance for the year, pursuant to which the Executive Director and KMP are entitled to performance-based variable remuneration. The details of such variable component shall be clearly defined while obtaining the approval of the Board and members. Further, the manner in which performance shall be appraised shall also be objectively defined by the Committee. For the Executive Directors, performance linked remuneration can be in form of commission or fixed amount.

- The Executive Director & KMP may be granted Employee Stock Options and Long-term Incentives under various Schemes of the Company.

Subsequent Change/Increments:

- Any subsequent change/increments in the remuneration of the Executive Directors shall be approved by the Board in accordance with the recommendation of the Committee, subject to the statutory provisions within the limits approved by the members.
- Any subsequent change/increments in the remuneration of KMP (other than the Executive Directors) shall be in accordance with Human Resource guidelines of the Company and terms & conditions of their appointment.

Reimbursement of expenses:

- The Executive Directors and KMP shall be reimbursed with the expenses incurred by them as per the applicable policies of the Company, from time to time.

vi) Remuneration to the Directors other than the Executive Director:

Sitting Fees:

- The Non-Executive and Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof, as may be fixed by the Board.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be

prescribed by the Central Government, from time to time.

Limit of Remuneration/Commission:

- Remuneration/Commission may be paid within the monetary limit recommended by the Committee and approved by the Board and members, subject to the limit under the applicable provisions of the Act.
- The approval of the members by way of special resolution shall be obtained every year, in case the annual remuneration payable to a single Non-Executive Director exceeds fifty percent of the total annual remuneration payable to all the Non-Executive Directors, giving details of remuneration thereof.

Reimbursement of expenses:

- The Non-executive Directors shall be reimbursed with the expenses incurred by them in connection with the Board and Committee meetings.

vii) Provisions for excess remuneration:

If any Director draws or receives, directly or indirectly, by way of remuneration any such sum in excess of the limits prescribed under the Act or without the prior sanction as may be required under the Act, he/she shall refund such sum to the Company within such time as may be specified by the Committee/Board of Directors and until such sum is refunded, hold it in trust for the Company.

b) Remuneration to SMP:

- i) The Nomination and Remuneration Committee shall determine from time to time the remuneration payable to SMP including their increments in consultation with the Managing Director and subject to approval of the Board of Directors.
- ii) The Board, on the recommendation of the Committee, shall review and approve/ratify the remuneration payable to SMP of the Company, which shall include remuneration payable, in whatever form.
- iii) Where any insurance is taken by the Company on behalf of its SMP for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration

payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

iv) Remuneration to SMP may consist of the following components:

Fixed pay:

- SMP shall be eligible for a monthly remuneration as may be recommended by the Committee and approved by the Board of Directors in accordance with the statutory provisions of the Act and the rules made thereunder for the time being in force.
- The remuneration approved shall clearly provide break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees, etc.

Variable components:

- The participation of SMP in a performance linked variable pay scheme will be based on the individual and the Company's performance for the year, pursuant to which SMP are entitled to performance-based variable remuneration.
- SMP may be granted Employee Stock Options and Long-term Incentives under various Schemes of the Company.

Reimbursement of expenses:

- SMP shall be reimbursed with the expenses incurred by them as per the applicable policies of the Company, from time to time.

10. Evaluation of performance of Directors, Board as a whole and Committees thereof

The Committee shall review the performance of all the Directors and submit its observations with the Chairman of the Board for necessary discussion and consequential action. The performance of Board and its various Committee will be evaluated by the Board itself. The performance shall be reviewed for every financial year either at the end of the year or beginning of next year.

The Independent Directors shall annually:

- a) review the performance of Non-Independent Directors and the Board as a whole; and

- b) review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

The Board of Directors (with the individual director being evaluated recusing himself/herself at the relevant time) shall also annually review the performance of individual Directors, Board as a whole and its Committees.

This evaluation will be based on the responses of individual Directors/Committee Members on the structured questionnaires. The Committee/Board can also engage any external consultant for the purpose of evaluation.

The Board/Committee may evaluate the Directors on following factors, including:

- a) Attendance at Board meetings and Board Committee meetings;
- b) Chairmanship of the Board and Board Committees;
- c) Contribution and deployment of knowledge and expertise at the Board and Committee meetings;
- d) Guidance and support provided to SMP of the Company outside the Board meetings;
- e) Independence of behaviour and judgment; and
- f) Impact and influence.

Further, pursuant to Regulation 17(10) of the SEBI (LODR) Regulations, 2015, the evaluation of the Independent Directors shall be done by the entire Board which shall among other factors, include –

- a) Performance of the Directors;
- b) Fulfilment of the independent criteria as specified in the SEBI (LODR) Regulations, 2015, and their independence from the management.

The Committee shall review the implementation and compliance of the evaluation system followed by the Board.

11. Removal

Any Director may be removed from the Board in accordance with the provisions of the Act. The Committee may also recommend, to the Board with reasons recorded in writing, removal of a Director, KMP and SMP subject to the provisions and compliance of the applicable Act, rules and regulations, if any. Any removal of an Executive Director shall be subject to the terms and conditions of his/her appointment.

12. Disclosure

This Policy shall also be placed on the website of the Company. Further, as per the provisions of the Act and the SEBI (LODR) Regulations, 2015, as amended from time to time, the necessary disclosures of this Policy shall be given in the Board's Report.

13. Deviation from the Policy

The Board may, in individual or collective case, deviate from this Policy, in its absolute discretion, if there are particular reasons to do so. In the event of any departure from the Policy, the Board shall record the reasons for such departure in the Board's minutes.

14. Review and amendment of the Policy

The Board shall review the Policy from time to time based on the changing needs and make suitable modifications as may be necessary. The Board can also amend the Policy as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

For and on behalf of the Board of Directors

Amita Birla
Chairman
DIN: 00837718

New Delhi
April 29, 2024

Annexure 6

FORM NO. AOC-2

DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY BIRLASOFT LIMITED WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO.

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act of the Companies Act, 2013 and Rule 8 (2) and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangements or transactions at arm's length basis:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts/arrangements/ transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
1	Birlasoft Solutions Inc. [Wholly Owned Subsidiary of Birlasoft Limited]	Contract for providing offshore software development and consultancy services to Birlasoft US	Contract shall be effective April 1, 2023 and shall remain valid until terminated by either party by giving 45 days' notice to other party.	- Birlasoft Limited will carry out the software development and consultancy work as per the requirements of Birlasoft US ; - Birlasoft US will pay to Birlasoft Limited 92% of the fees that it is due to Birlasoft US , under its contract with the end customer for provision of such services.	Not required. Contract was entered in to in ordinary course of business and therefore, approval by the Board was not required.	Nil
2	Birlasoft Inc. [Wholly Owned Subsidiary of Birlasoft Limited]	Contract for providing offshore software development and consultancy services to Birlasoft Inc.	Contract shall be effective April 1, 2023 and shall remain valid until terminated by either party by giving 45 days' notice to other party.	- Birlasoft Limited will carry out the software development and consultancy work as per the requirements of Birlasoft Inc. ; - Birlasoft Inc. will pay to Birlasoft Limited 92% of the fees that it is due to Birlasoft Inc. , under its contract with the end customer for provision of such services.	Not required. Contract was entered in to in ordinary course of business and therefore, approval by the Board was not required.	Nil

For and on behalf of the Board of Directors

Amita Birla
Chairman
DIN: 00837718

New Delhi
April 29, 2024

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

Birlasoft's CSR initiatives aim to create a positive impact on society, aligning with the Company's values and culture. By delivering economic, social, and environmental benefits, Birlasoft strives to enhance the overall well-being of the community. Ethics serves as the foundation for CSR, and it plays a crucial role in corporate governance. Birlasoft maintains a delicate balance between economic objectives and social responsibility. Leveraging its IT expertise, global reach, and dedicated employee base, Birlasoft efficiently and effectively transforms its social programs to benefit society at large.

Birlasoft ensures that the CSR programs are in line with statutory norms defined in Schedule VII and Section 135 of the Companies Act, 2013. The projects and activities undertaken in India amount to CSR expenditure, and we focus on undermentioned thematic areas.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR committee held during the year, during their tenure	Number of meetings of CSR committee attended during the year
1	Amita Birla (Chairman)	Non-Executive Director	2	2
2	Satyavati Berera (Appointed as Member w.e.f. January 15, 2024)	Independent Director	Nil	Nil
3	Angan Guha (Appointed as Member w.e.f. May 23, 2023)	CEO & Managing Director	1	1
4	Nandita Gurjar (Ceased to be a Member on January 14, 2024)	Independent Director	2	2
5	Alka Bharucha (Ceased to be a Member on May 22, 2023)	Independent Director	1	1

3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Policy : <https://www.birlasoft.com/company/investors/policies-reports-filings>

Committee Positions: <https://www.birlasoft.com/company/investors/corporate-governance>

CSR Projects approved by the Board: <https://www.birlasoft.com/community-initiatives>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. The requirement of undertaking impact assessment of CSR projects, pursuant to sub-rule (3) of Rule 8 of the Companies (CSR Policy) Rules 2014, is not applicable the Company.

However, Birlasoft has voluntarily conducted an Impact Assessment (the “IA”) of its Projects and has also obtained license-based monitoring platforms for impact assessment of various projects, the details of which are available on the website of the Company at <https://www.birlasoft.com/community-initiatives>.

5. (a) Average net profits of the Company as per Section 135(5): ₹ 3164.55 million
 (b) Two percent of average net profits of the Company as per Section 135(5): ₹ 63.29 million

- (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: Nil

- (d) Amount required to be set-off for the financial year, if any: Nil

- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 63.29 million

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 46.85 million

- (b) Amount spent in Administrative Overheads: ₹ 3.10 million

- (c) Amount spent on Impact Assessment, if applicable: ₹ 1.62 million

- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 51.57 million

- (e) CSR amount spent or unspent for the Financial Year:

Total amount spent for the financial year (in ₹ million)	Amount Unspent (in ₹)		
	Total amount transferred to Unspent CSR account as per Section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)	Date of transfer
51.57	11.72	April 17, 2024	Nil
		N.A.	N.A.

- (f) Excess amount for set-off, if any: Nil

7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding financial year(s)	3	4	5	6		7	8
					Amount transferred to Unspent CSR Account under Section 135(6) (in ₹ million)	Balance amount in Unspent CSR Account under Section 135(6) (in ₹ million)		
1	FY 2020-21	Nil	Nil	Nil	Nil	N.A.	Nil	N.A.
2	FY 2021-22	20.00	8.00	8.00	8.00	N.A.	Nil	N.A.
3	FY 2022-23	12.36	12.36	12.36	12.36	N.A.	Nil	N.A.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profits as per Section 135(5):

During the FY 2023-24, the Company allocated ₹ 11.72 million to two ongoing projects i.e. 'Mental Health Program' in Rural Communities and Research to study the impact of in-situ paddy straw management on soil health. This amount has been transferred to the Unspent CSR Account as per Section 135(6) of the Act and will be spent under the Act and Companies (CSR Policy) Rules 2014.

For and on behalf of the Board of Directors

April 29, 2024

Amita Birla
Chairman of CSR Committee
 Place: New Delhi
 DIN: 00837718

Angan Guha
CEO & Managing Director
 Place: New Delhi
 DIN: 09791436

Annexure 8

INFORMATION ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO STIPULATED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013, READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

Conservation of Energy

- The Company has replaced Monolithic UPS with higher efficiency Modular UPS at SDB2 Pune office. The Company has also replaced the conventional ACs with PAC for UPS and battery room at SDB2 Pune office. This will help to reduce overall power consumption.
- Seat optimization done at Mahape office enabled us to vacate one floor and saved the energy in terms of lights and HVAC system.
- Seat optimization done after business hours at Hyderabad and Noida office in a way that Air Conditioning (“AC”) from one or two AHUs is sufficient and widespread, instead of using all six AHUs. This has helped the Company to reduce the long running hours of ACs in all AHUs and therefore reduced the power consumption.
- Seat optimization done at Bengaluru office enabled the Company to vacate one floor thereby resulting in energy saving.

Green Initiatives

- On occasion of World Environment Day, the Company distributed approx. 500 saplings to its employees.
- Sensor based taps were installed at Noida & Pune offices for optimum utilization of water.
- Chipping and mulching activity was carried out from garden waste to retain moisture in summer season which resulted in less consumption of water.

Occupational Health and Safety Assessment Series (OHSAS)

Insurance Policies:

At Birlasoft, we have implemented three insurance policies & a Benevolent fund policy viz. Group Mediciclaim Insurance Policy (“GMC”), Group Personal Accident Policy (“GPA”), Group Term Life Insurance Policy (“GTL”), & IKSHANA – Benevolent fund policy and it is mandatory for all employees to be covered under all of these policies in order to ensure the health, safety and fitness of the employees. In the event, that, a worker or a member of their family needs hospitalization due to a sickness or IPD treatment, the GMC offers insurance coverage. The Company also offers the option of Policy TOP-UP, allowing employees to purchase

additional coverage up to ₹ 10 lakhs sum insured (upon payment) on top of the base cover. The GMC policy also includes coverage for home quarantine. All personnel are covered by insurance via the GPA in the event of an accident occurring during or after work hours. In a similar vein, GTL offers insurance coverage to its employees in the event of death, which could be accidental, natural, or suicidal. Along with this, we also have Benevolent fund policy named IKSHANA, that helps employee’s dependent wife and kids (upto 2) with a lumpsum payment & children education (upto 2) in case of employee’s death. Through its top healthcare program, BCares, Birlasoft ensures the wellbeing and a healthy lifestyle for both its employees and their families. Its mission is to promote, cultivate, and uphold the employees’ overall well-being. This program is based on five pillars of wellness: financial security, social wellbeing, workplace wellbeing, mental and physical wellbeing.

Each employee is encouraged to maintain a healthy and disease-free lifestyle under physical wellness through the Employee Assistance Program (EAP). Employees and their families are encouraged to maintain good mental health, through group discussions and one-on-one therapy sessions aided by the program. We offer assistance and guidance on “Investment Planning” and “Financial Compliance,” as well as support for managing the present and foreseeable economic environment, in order to help people, reach their financial goals and attain stability. Social wellbeing encompasses a number of programs, such as talent tribes, etc. that offer a venue for meeting like-minded individuals, pursuing interests, and participating in social development activities. Birlasoft takes all necessary steps to ensure employee wellbeing.

Wellness activities

Wellness initiatives were focused on holistic well-being and were conducted to ensure coverage of all locations:

- Provision of sanitizers to all associate in offices.
- In house sterilization of all cabs.
- Sanitizers positioned to assure safety at all important locations, such as the entrance and departure of the premises.
- Sessions on heartfulness and mindfulness for a healthy mind and spirit.

- Workshops on financial planning for women for International Women’s Day 2024.
- Employee assistance program for 24*7 counselling services.
- Occupational health center.
- Talks on exercise and ergonomics.
- Empaneled general physician.
- Cancer awareness session.
- Provision of health food counters in all locations.
- Discounted medical tests from recognized Labs.
- Discounted health checkup such as Pap Smear tests were made available to female employees/family members.
- Sanitary Napkins and disposal bins available in all the restrooms.
- To obtain online records, the check-in and check-out of security escorts for female employees has been automated.
- Specific programs for managing diabetes were conducted.
- Musical live event organized for employees in office as an initiative under Back-to-Office.
- Mindful session, “Becoming a Resilient you” in association with the EAP was organized for all employees in virtual format.
- Under physical well-being, session on management of joint pains, cardiac health, hormonal imbalance and PCOD along with Zumba were organized.
- Yoga Session for third party employees on International Yoga Day.
- Online session on terrace gardening and usage of food waste as a composting for the plants.

Technology Absorption

Birlasoft’s Digital Transformation Journey Accelerates with PowerApps, Gen AI (Azure OpenAI), and GitHub Copilot

Birlasoft continues to lead the charge in digital transformation, leveraging cutting-edge technologies to enhance efficiency, agility, and innovation. As part of our ongoing commitment to staying at the forefront of technological advancements, we are excited to announce significant milestones in our journey.

Empowering Development with Microsoft PowerApps

As a cornerstone of our digital transformation strategy, we have embraced Microsoft PowerApps, a Low Code No Code platform, to streamline our application migration process. This

strategic adoption not only reduces development time but also streamlines our technology stack, optimizing efficiency and resource utilization. With PowerApps, our applications transcend device dependencies, ensuring seamless accessibility across diverse platforms.

Revolutionizing HR Policies Management with Gen AI Bot (Azure OpenAI)

In pursuit of innovation, we have harnessed the power of Azure OpenAI to develop the B-hive Gen AI-enabled chatbot, revolutionizing HR policies management at Birlasoft. This intelligent chatbot embodies our commitment to leveraging GenAI-driven solutions to enhance employee experiences and streamline processes. Looking ahead, we are committed to enriching B-hive with additional AI features in the coming year, further solidifying its role as a catalyst for digital transformation within our organization.

Enhancing Developer Productivity with GitHub Copilot

Recognizing the importance of developer efficiency and collaboration, we have adopted GitHub Copilot to empower our development teams. This AI-powered assistant revolutionizes the coding experience, providing intelligent suggestions and insights to accelerate the development process. By harnessing the collective intelligence of developers worldwide, GitHub Copilot reinforces our commitment to driving innovation through collaboration and technology.

A Vision for the Future

As we reflect on our achievements and milestones, Birlasoft remains steadfast in its commitment to pushing the boundaries of innovation and excellence. With PowerApps, Azure OpenAI, and GitHub Copilot at the heart of our digital transformation strategy, we are poised to unlock new possibilities, drive operational excellence, and deliver unparalleled value to our customers and stakeholders.

New ATS: SAP Successfactors

As a testament to our IT innovation, Birlasoft has successfully integrated and utilizing the SuccessFactors Recruiting and Onboarding platform. This transformative solution has not only streamlined our talent acquisition and onboarding processes but has also revolutionized the way we operate across seven countries, catering to all types of hiring needs. From automated offer generation and e-signature capabilities to seamless integration with Demand Management, BGV vendors, and HCM systems, SuccessFactors has become the cornerstone of our HR technology ecosystem. This holistic approach has enabled us to achieve unparalleled efficiency gains, cost savings, and improved

user experiences across the board. We remain committed to leveraging technology to drive excellence in every aspect of our operations, and SuccessFactors continues to be instrumental in our journey towards digital transformation.

Skill Transformation (SkillFolio)

Birlasoft has embarked on an exciting transformation with the introduction of SaaS solution: ‘SkillPrism’ which is a strategic commitment to optimizing talent processes, fostering growth, and eliminating skill duplication. SkillPrism has linkage to social profiles such as LinkedIn, GitHub and StackOverflow. By implementing a cutting-edge skill framework and seamlessly

integrating talent processes, this initiative ensures our stakeholders access a multi-skilled workforce and benefits from a continuously learning team through personalized training aligned with specific needs. After IntelliPrism, SkillPrism adds another milestone in the Birlasoft journey towards digital first.

Foreign Exchange Earnings and Outgo

The total foreign exchange earnings during the year were ₹ 23,128.31 million (previous year ₹ 21,631.05 million) and foreign exchange outgo (including imports) was ₹ 645.42 million (previous year ₹ 253.40 million).

For and on behalf of the Board of Directors

Amita Birla
Chairman
DIN: 00837718

New Delhi
April 29, 2024

Corporate Governance Report

Corporate Governance Philosophy

Corporate Governance essentially involves balancing the interests of various stakeholders of the Company such as stakeholders, management, customers, suppliers, financiers, government and the community. It entails managing business with accountability and with responsibility towards the stakeholders in making accurate, adequate and timely disclosures of relevant information. It includes the processes through which the organization’s objectives are set and pursued in the context of the social, regulatory and market environment.

We, at Birlasoft (“the Company”), believe that efficient, transparent and impeccable Corporate Governance is vital for stability, profitability and achieving the desired growth for any organization. The importance of such Corporate Governance has intensified owing to ever-growing competition in businesses in almost all economic sectors, both at national and international levels. Therefore, the Companies Act, 2013 [hereinafter referred to as “the Act”] and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “the SEBI (LODR) Regulations, 2015”] have innovative means to make Corporate Governance in India optimally progressive and beneficial to all the stakeholders.

Our philosophy is aimed at conducting business ethically based on the following principles:

1. Compliance with the relevant provisions of securities laws and conformity with globally accepted practices of Corporate Governance, Secretarial Standards provided by the Institute of Company Secretaries of India (“Secretarial Standards”) and laws of India in true spirit;
2. Integrity in financial reporting and timeliness of disclosures;
3. Transparency in the functioning and practices of the Board;
4. Balance between economic and social goals;
5. Equitable treatment and rights of shareholders;
6. Maintenance of ethical culture within and outside the organization;
7. Establishing better risk management framework and risk mitigation measures; and
8. Maintaining independence of auditors.

We seek to protect the shareholders’ rights by providing timely and sufficient information to the shareholders, allowing effective participation in key corporate decisions and by

providing an adequate mechanism to address their grievances, if any. This ensures equitable treatment of all shareholders including minority and foreign shareholders. We ensure timely and accurate disclosure on significant matters including financial performance, ownership and governance of the Company. We implement the prescribed accounting standards in letter and spirit while preparing the financial statements, taking into account the interest of all the stakeholders and the annual audit is conducted by an independent and qualified auditor. Investor updates are uploaded on the Company’s website on a quarterly basis and intimated to the stock exchanges for the benefit of its stakeholders. Further, additional updates are provided to the stakeholders on any matter that concerns them, as and when such circumstances arise.

Our Board periodically reviews the corporate’s strategies, annual budget, and sets, implements and monitors corporate objectives. It effectively monitors the Company’s governance practices and ensures transparent Board processes. Further, it appoints and compensates the key executives, monitors their performance, and strives to maintain the overall integrity of the accounting and financial reporting systems.

I. Board of Directors

A. Size and composition of the Board of Directors (the ‘Board’)

We have a judicious mix of Executive, Non-Executive and Independent Directors on the Board, which is essential to separate the two main Board functions viz. Governance and Management. The composition of the Board is in conformity with the Regulation 17(1) of the SEBI (LODR) Regulations, 2015. As on March 31, 2024, the Company has seven Directors (of which three are Women Directors), four are Independent Directors, two are Non-Executive Directors and one is an Executive Director. The Board members are from diverse backgrounds and possess rich experience and expertise in various fields.

The profiles of Directors are given elsewhere in the Annual Report and are also available at <https://www.birlasoft.com/leadership>.

Appointments:

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors approved the appointments of:

1. Satyavati Berera as Non-Executive, Independent Director effective October 31, 2023 for a term of 5 (five)

years till October 30, 2028. The said appointment was further approved by the Members on January 18, 2024.

2. Nidhi Killawala as Non-Executive, Independent Director effective December 15, 2023 for a term of 5 (five) years till December 14, 2028. The said appointment was further approved by the Members on January 18, 2024.

3. Manish Choksi as Non-Executive, Independent Director effective January 16, 2024 for a term of 5 (five) years till January 15, 2029. The said appointment was further approved by the Members on March 21, 2024.

Term Completions:

1. Alka Bharucha, Non-Executive, Independent Director, completed her tenure on May 22, 2023.
2. Ashok Kumar Barat & Nandita Gurjar, Non-Executive, Independent Directors, completed their term on January 14, 2024.

The Board composition and directorships held by each Director both in the Company as well as outside the Company are detailed in Table 1.

Table 1: The composition of the Board and the number of Directorships held by them as on March 31, 2024

Sr. No.	Name of Director and Director's Identification Number ("DIN")	Category of Directorship at Birlasoft	Relationship between Directors inter-se	No. of Directorships held in Public Companies*	Name & Category of Directors in other Listed Companies	No. of Committee Position(s) in all Public Companies#	
						Member	Chairperson
1	Amita Birla DIN: 00837718	Chairman, Non-Executive, Non-Independent Director	Spouse of Chandrakant Birla	3	1. Orient Cement Limited - Non-Executive, Non-Independent Director	0	Nil
2	Chandrakant Birla DIN: 00118473	Non-Executive, Non-Independent Director	Spouse of Amita Birla	8	1. Orient Cement Limited - Non-Executive, Non-Independent Director - Chairman 2. Orient Paper & Industries Limited - Non-Executive, Non-Independent Director - Chairman 3. Orient Electric Limited - Non-Executive, Non-Independent Director - Chairman 4. HIL Limited - Non-Executive, Non-Independent Director - Chairman	1	1
3	Ananth Sankaranarayanan DIN: 07527676	Non-Executive, Independent Director	None	3	1. Marico Limited - Non-Executive, Independent Director	2	Nil
4	Satyavati Berera DIN: 05002709	Non-Executive, Independent Director	None	2	1. Dabur India Limited - Non-Executive, Independent Director	2	1
5	Nidhi Killawala DIN: 05182060	Non-Executive, Independent Director	None	1	Nil	2	Nil

Sr. No.	Name of Director and Director's Identification Number ("DIN")	Category of Directorship at Birlasoft	Relationship between Directors inter-se	No. of Directorships held in Public Companies*	Name & Category of Directors in other Listed Companies	No. of Committee Position(s) in all Public Companies#	
						Member	Chairperson
6	Manish Choksi DIN: 00026496	Non-Executive, Independent Director	None	5	1. Vedant Fashions Limited - Non-Executive, Independent Director 2. Torrent Pharmaceuticals Limited - Non-Executive, Independent Director 3. Asian Paints Limited - Non-Executive, Non-Independent Director	4	Nil
7	Angan Guha DIN: 09791436	Executive Director, CEO & Managing Director	None	1	Nil	1	Nil

*includes directorship in Birlasoft Limited.

#includes only Audit Committee & Stakeholders Relationship Committee (including Birlasoft Limited).

#Memberships include Chairmanship.

None of the Director of the Company:

- is a director of more than seven listed companies;
- is a member of more than ten committees or Chairman of more than five committees of Boards (Audit Committee and Stakeholders Relationship Committee) across all the public limited companies where he/she is a Director; and
- holds Executive Director position and serves as an Independent Director in more than three listed companies.

All the other conditions as prescribed under the SEBI (LODR) Regulations, 2015, with respect to directorships, committee memberships & chairmanships, are complied with by the Directors of the Company. Further, they have made necessary disclosures regarding the same.

B. Core competencies of the Board of Directors as per Part C of Schedule V - Corporate Governance Report requirements of the SEBI (LODR) Regulations, 2015

The Company's Board is structured with a thoughtful combination of various skills, competencies and experience which brings in diversity to the Board's perspectives.

The core skills/expertise/competencies identified by the Board are as follows:

- a) Legal, Finance & Accountancy,
- b) IT Business Operations,
- c) Human Resources & Stakeholder Engagement,
- d) Sales & Delivery,
- e) Risk Management,
- f) Knowledge of the Industry,
- g) Leadership,
- h) Board Service & Governance, and
- i) Environmental, Social and Governance (ESG).

The current Directors possess the above-mentioned skill sets and guide the management in the efficient functioning of the Company.

In terms of requirements of the SEBI (LODR) Regulations, 2015, the Board has identified the following skills/expertise/competencies of the Directors as on March 31, 2024. Specific areas of focus or expertise of individual Board members have been highlighted in the table below. However, absence of a mark against a Director's name does not necessarily mean the Director does not possess the corresponding qualification or skill at all.

Table 2: Key Board Skills/Expertise/Competencies

Director	Area of Skills/Expertise/Competencies								
	Legal/ Finance/ Accountancy	IT Business Operations	Human Resources & Stakeholder Engagement	Sales & Delivery	Risk Management	Knowledge of the Industry	Leadership	Board Service & Governance	Environmental, Social and Governance (ESG)
Amita Birla	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chandrakant Birla	✓	✓	✓		✓	✓	✓	✓	✓
Ananth Sankaranarayanan	✓				✓	✓	✓	✓	✓
Satyavati Berera	✓		✓	✓	✓	✓	✓	✓	✓
Nidhi Killawala	✓		✓		✓	✓	✓	✓	✓
Manish Choksi	✓	✓			✓		✓	✓	✓
Angan Guha	✓	✓	✓	✓	✓	✓	✓	✓	✓

C. Board Familiarization Programme

The Company has an orientation process/familiarization programme for its Independent Directors that includes:

- Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
- Nature of business and business model of the Company, Company's strategic and operating plans.
- Matters relating to Corporate Governance, Policies of the Company, Risk Management, Compliance Programmes, Internal Audit, Sustainability measures, etc.

During the year, new Board members were provided a deep and thorough insight of the Company through presentations. At every Board meeting, a detailed presentation is made which includes information on projects, market share, financial parameters, working capital management, fund flows, change in senior management, major litigations, compliances, etc. Efforts are also made to acquaint and train the Board members about risk assessment, mitigation plans and the emerging trends in the industry.

The details of such familiarization programmes are available on the website of the Company at <https://www.birlasoft.com/company/investors/familiarization-programmes-imparted-independent-directors>.

D. Succession Planning

The Company believes that it will benefit immensely by identifying crucial job skills, knowledge, social relationships and organizational practices and documenting them on to prepare the next generation of workforce, thereby ensuring seamless movement of talent within the organization. The Nomination and Remuneration Committee of the Board of Directors of the Company along with the Human Resources team work on a structured leadership succession planning for the Company.

E. Independent Directors

1. Independence

All the Independent Directors have confirmed that they meet the 'independence' criteria as provided under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 read with Section 149(6) of the Act. Also, in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In case of appointment of Independent Directors, the Nomination and Remuneration Committee ("NRC") satisfies itself about the independence of the Directors vis-à-vis the Company, to enable the Board to function independently of the management and discharge its functions and duties effectively. It ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Act and the SEBI (LODR) Regulations, 2015.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have their names included in the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs and are exempt/have cleared the online proficiency self-assessment test, as applicable.

Based on these declarations and in the opinion of the Board, the Independent Directors fulfill the criteria relating to their independence as specified in the SEBI (LODR) Regulations, 2015 & the Act, and are independent of the management.

2. Limit on number of directorships

The number of companies in which each Independent Director of the Company holds office as an Independent Director is within the limits prescribed under Regulations 17A and 25 of the SEBI (LODR) Regulations, 2015.

3. Maximum tenure of the Independent Directors

None of the Independent Directors have exceeded the tenure prescribed under Regulation 25 of the SEBI (LODR) Regulations, 2015 and under Section 149(10) of the Act. Further, during the year, none of the Independent Directors of the Company resigned before the expiry of their respective tenures.

4. Formal letter of appointment to Independent Directors

The concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities, etc. and a specimen of the same has been placed on the Company's website.

5. Separate meeting of the Independent Directors

During the financial year 2023-24, a separate meeting of the Independent Directors of the Company was held on March 5, 2024.

F. Performance evaluation of Directors, Board as a whole & Committees thereof

The Board evaluates the performance of all the Directors, Board as a whole & Committees thereof. The performance is reviewed for every financial year either at the end of the year or beginning of next year.

The Independent Directors annually:

- review the performance of Non-Independent Directors and the Board as a whole; and
- review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

The evaluation is based on the responses of individual Directors/Committee Members on the structured questionnaires.

The Nomination and Remuneration Committee has laid down the following criteria for performance evaluation of Directors:

- Attendance at Board and Committee meetings;
- Chairmanship of the Board and Committees;
- Contribution and deployment of knowledge and expertise at the Board and Committee meetings;
- Guidance and support provided to senior management of the Company outside the Board meetings;
- Independence of behaviour and judgement;
- Impact and influence; and
- Performance of the Directors.

Additionally, among other factors, the evaluation of Independent Directors is also done as per the SEBI (LODR) Regulations, 2015.

G. Responsibilities of the Chairman and other Directors

The authorities and responsibilities of the Directors are clearly demarcated as under:

The Chairman guides the team in overseeing business, management of key external relationships and managing Board matters. She also plays a strategic role in Community Initiatives and Corporate Governance.

The CEO & Managing Director is in-charge of the overall management of the Company. He is specifically responsible for all day-to-day operational issues like planning and executing business, reviewing and guiding the country offices, customer delivery units and support functions

and ensuring efficient and effective functioning of the organization as a whole.

The Independent Directors ensure Board effectiveness and in maintaining high-quality governance of the organization.

The Board of Directors oversees functioning of the management and protects long-term interests of Company's stakeholders.

H. Directors & Officers Insurance ("D&O")

In terms of Regulation 25(10) of the SEBI (LODR) Regulations, 2015, the Company has taken a D&O Insurance Policy with adequate quantum and coverage.

I. Non-Executive Directors' shareholding

As on March 31, 2024, none of the Non-Executive Directors hold equity shares of the Company.

J. Meetings of the Board & Committees

The meetings of the Board & Committees are pre-scheduled, and an annual calendar of these meetings is circulated to the Directors and Committee members well in advance, to facilitate them to plan their schedules and to ensure meaningful participation in the meetings. Board meetings are usually held at the offices situated in the National Capital Region or at the registered office of the Company. Some meetings are also held over video-conference, in line with the notifications issued by the regulatory authorities. The Company adheres to the provisions of the Act and the Rules made thereunder, Secretarial Standards and the SEBI (LODR) Regulations, 2015 with respect to convening and holding the meetings of the Board, its Committees and the General Meetings of the shareholders of the Company. The Board meets at least once every quarter to review and approve the quarterly results and other items on the agenda. Additionally, the Board also meets annually for discussions on the Annual Operating Plan. Additional Board meetings are held, whenever necessary.

The agenda for each meeting is drafted by the Company Secretary in consultation with the Chairman of the Board and circulated to the Board members as per statutory timelines. The Company Secretary receives details on the matters which require the approval of the Board/Committees from various departments of the Company, so that they can be included in the Board/Committee meeting agenda. The agenda items are comprehensive and informative in nature and all material information is incorporated therein to

facilitate deliberations and appropriate decision-making at the Board and Committee Meetings.

Presentations are also made to the Board on various functional and operational areas of the Company, business development activities as well as on major projects, financial highlights etc. Documents containing Unpublished Price Sensitive Information are shared with the Board and Committee Members, at a shorter notice, as per the general consent taken from the Board. Certain decisions were taken by passing the resolutions by way of circulation and were subsequently noted and taken on record by the Board or the Committees at their next meetings respectively.

All the information as specified in Part A of Schedule II of the SEBI (LODR) Regulations, 2015, as and when applicable, is placed before the Board for its consideration. Accordingly, the agenda and minutes of Board and Committee meetings are prepared in compliance with the SEBI (LODR) Regulations, 2015, the Act, including the Rules framed thereunder and the Secretarial Standards.

With a view to ensure high standards of confidentiality of the agenda and other Board papers and to leverage technology and reduce paper consumption, the Company circulates the agenda and explanatory notes to the Directors/Committee members, through a web-based application which can be securely accessed by the Directors/Committee members through their hand-held devices, laptop, iPads and browsers. This application meets high standards of security that are required for storage and transmission of documents for Board/Committee meetings.

The quorum for Board meetings is either three members or one-third of the total strength of the Board, whichever is higher.

In terms of the Regulation 17 of the SEBI (LODR) Regulations, 2015, the gap between two Board meetings must not exceed one hundred and twenty days; this is strictly followed.

During the year, six Board meetings were held on the dates given below:

- May 08, 2023;
- July 27, 2023;
- October 31, 2023;
- January 16, 2024;
- January 24, 2024;
- March 27, 2024.

Table 3: Attendance of Directors for Board meetings held during the financial year 2023-24

Sr. No.	Name of the Director	No. of Board meetings attended by the Directors during FY 2023-24 (Total 6 meetings held)	Attendance at the last AGM
1	Amita Birla – Chairman	6	Yes
2	Chandrakant Birla	6	Yes
3	Ashok Kumar Barat*	3	Yes
4	Alka Bharucha [#]	1	NA
5	Nandita Gurjar*	3	Yes
6	Ananth Sankaranarayanan	6	Yes
7	Satyavati Berera [^]	3	NA
8	Nidhi Killawala ^{^^}	3	NA
9	Manish Choksi ^{^^^}	2	NA
10	Angan Guha	6	Yes

*Ashok Kumar Barat and Nandita Gurjar ceased to be Independent Directors upon completion of their term on January 14, 2024.

[#]Alka Bharucha ceased to be an Independent Director upon completion of her term on May 22, 2023.

[^]Satyavati Berera was appointed as an Independent Director for a term of five years w.e.f. October 31, 2023.

^{^^}Nidhi Killawala was appointed as an Independent Director for a term of five years w.e.f. December 15, 2023.

^{^^^}Manish Choksi was appointed as an Independent Director for a term of five years w.e.f. January 16, 2024.

K. Compliance management

A robust compliance management process has been set up for monitoring and ensuring regulatory compliances by the Company and its global subsidiaries and branches. The Compliance Officer oversees this process and is responsible for reporting compliances to the Board. The Company also has in place automated legal compliance management tools, the application of which has been extended to cover various locations, branches and subsidiaries.

Based on reports from the tools and certificates from all departments, a consolidated compliance certificate is placed before the Board in its quarterly meetings. The Company is constantly striving to strengthen the reporting system to take care of the continuously evolving compliance scenario.

II. Committees of the Board

The Board has constituted the following committees and is responsible for fixing their terms of reference in accordance with the statutory requirements -

- Audit Committee;
- Nomination and Remuneration Committee ("NRC");

- Stakeholders Relationship Committee ("SRC");
- Corporate Social Responsibility ("CSR") Committee; and
- Risk Management Committee ("RMC").

All of these Committees are chaired by Non-Executive Directors/Independent Directors. The Audit Committee meets at least four times a year, SRC meets annually, CSR Committee, RMC and NRC meet at least twice a year. Except where a statutory quorum has been prescribed, the quorum for committee meetings is either two members or one-third of the total strength of the committee, whichever is higher. The Board of Directors are updated about key matters discussed at Committee meetings. Minutes of Committee meetings are also noted by the Board. The Chairpersons of the Committee(s) or person(s) so authorized by them, brief the Board on the summary of the discussions and recommendations so made at their meetings. During the year, the Board of Directors accepted all recommendations of its Committees which are mandatorily required to be made. The Chairpersons of all Committees attended the Annual General Meeting of the Company held on July 27, 2023.

A. Audit Committee

Composition

The Committee consists of four Independent Directors, as on March 31, 2024. Satyavati Berera is the Chairperson of this Committee, and Ananth Sankaranarayanan, Nidhi Killawala and Manish Choksi are the other members. Further, all members of this Committee are financially literate and the Chairperson of the Committee possesses accounting & financial management expertise. The Chief Financial Officer attends all the meetings of the Committee. The senior leadership and functional heads are also invited to the meetings. Representatives of the Statutory Auditor and the Internal Auditor make presentations at the Audit Committee meetings. The Company Secretary is the Secretary to the Committee. The Audit Committee meets the Statutory Auditor and the Internal Auditor independently without the presence of any members of the management at least once in a year.

Role and objectives

The Audit Committee ensures prudent financial and accounting practices, fiscal discipline and transparency in financial reporting. The Board has duly defined the terms of reference of the Audit Committee on the same lines as provided under Regulation 18(3) read with Schedule II of the SEBI (LODR) Regulations, 2015 and Section 177 of the Act, as amended from time to time. The Audit Committee's roles and objectives include:

1. oversight of the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - b) changes, if any, in accounting policies and practices and reasons for the same;

- c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 6. reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 7. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
 8. approval or any subsequent modification of transactions of the Company with related parties;
 9. scrutiny of inter-corporate loans and investments;
 10. valuation of undertakings or assets of the Company, wherever it is necessary;
 11. evaluation of internal financial controls and risk management systems;
 12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. discussion with internal auditors of any significant findings and follow up thereon;
 15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal

control systems of a material nature and reporting the matter to the Board;

16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background of the candidate;
20. carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision;
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
23. management discussion and analysis of financial condition and results of operations;
24. management letters/letters of internal control weaknesses issued by the statutory auditors;
25. internal audit reports relating to internal control weaknesses;
26. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
27. statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);

b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7);

28. and such other roles & responsibilities pursuant to the statutory requirements under the Act, and all rules, circulars and any notifications thereunder and amendments thereof; the SEBI (LODR) Regulations, 2015, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and such other Regulations as may be notified by the Securities and Exchange Board of India and amendments thereof; and such other roles, powers and obligations as may be entrusted/delegated/authorized to it by the Board.

Meetings

The Audit Committee met four times during the financial year 2023-24 on May 3 & May 8, 2023, July 26 & July 27, 2023, October 31, 2023 and January 24, 2024. The maximum gap between any two meetings was less than one hundred and twenty days. The details of attendance are given in the Table 4 below:

Table 4: Audit Committee - attendance

Sr. No.	Name of the Committee Member	No. of meetings attended (Total 4 meetings held)
1	Satyavati Berera - Chairperson [^]	1
2	Ashok Kumar Barat [*]	3
3	Alka Bharucha [#]	1
4	Nandita Gurjar [@]	3
5	Ananth Sankaranarayanan	4
6	Nidhi Killawala ^{^^}	1
7	Manish Choksi ^{^^^}	NA

[^]Appointed as a Chairperson and Member w.e.f. January 15, 2024.

^{*}Ceased to be a Chairman and Member on January 14, 2024.

[#]Ceased to be a Member on May 22, 2023.

[@]Ceased to be a Member on January 14, 2024.

^{^^}Appointed as a Member w.e.f. January 15, 2024.

^{^^^}Appointed as a Member w.e.f. January 24, 2024.

B. Nomination and Remuneration Committee

Composition

The NRC consists of two Independent Directors and one Non-Executive Director as on March 31, 2024. Ananth Sankaranarayanan is the Chairman, and Amita Birla & Nidhi Killawala are the other members of the Committee.

Role and objectives

The role and objectives of the Committee, as provided under Regulation 19(4) read with Schedule II of the SEBI (LODR) Regulations, 2015, Section 178 of the Act, as amended from time to time, and as defined by the Board of Directors of the Company are as under:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors.
4. devising a policy on diversity of Board of Directors;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
6. decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. recommend to the Board, all remuneration, in whatever form, payable to senior management.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is given elsewhere in the Annual Report and is also available at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Meetings

The Committee met four times during the year – May 8, 2023, August 3, 2023, October 30, 2023 and January 16, 2024.

The details of attendance are given in Table 5 below:

Table 5: Nomination and Remuneration Committee - attendance

Sr. No.	Name of the Committee Member	No. of meetings attended (Total 4 meetings held)
1	Ananth Sankaranarayanan - Chairman [®]	3
2	Amita Birla	4
3	Alka Bharucha [#]	1
4	Nandita Gurjar [*]	3
5	Nidhi Killawala [^]	1

[®]Appointed as a Chairman and Member w.e.f. May 23, 2023.

[#]Ceased to be a Chairperson and Member on May 22, 2023.

^{*}Ceased to be a Member on January 14, 2024.

[^]Appointed as Member w.e.f. January 15, 2024.

C. Stakeholders Relationship Committee

Composition

The Board has formed a SRC to look into various aspects concerning interest of shareholders. As on March 31, 2024, the Committee is chaired by Chandrakant Birla - Non-Executive, Non-Independent Director, and Angan Guha & Nidhi Killawala are the other members of the Committee.

Compliance Officer

The Board has appointed Sneha Padve, the Company Secretary as the Compliance Officer as required under the SEBI (LODR) Regulations, 2015.

Role and objectives

The role and objectives of the Committee as provided under Regulation 20(4) read with Schedule II of the SEBI (LODR) Regulations, 2015, Section 178 of the Act, as amended from time to time, and as defined by the Board of Directors of the Company are detailed below:

1. Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate share certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Transfer Agent;
4. Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Meetings

The meetings of the Committee are held to oversee redressal of shareholders' grievances. As required under the SEBI (LODR) Regulations, 2015, the Company files with the stock exchanges within twenty-one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter and the said statement is placed before the Board on a quarterly basis.

The Company has a dedicated e-mail ID: grievances@birlasoft.com for redressing shareholders' grievances expeditiously.

During the year, one meeting of the SRC was held on October 30, 2023. The details of attendance are given in Table 6 and the details of complaints from shareholders are given in Table 7.

Table 6: Stakeholders Relationship Committee - attendance

Sr. No.	Name of the Committee Member	No. of meetings attended (Total 1 meeting held)
1	Chandrakant Birla – Chairman [®]	1
2	Alka Bharucha [*]	NA
3	Nandita Gurjar [#]	1
4	Angan Guha	1
5	Nidhi Killawala [^]	NA

[®]Appointed as a Chairman and Member w.e.f. May 23, 2023.

^{*}Ceased to be a Chairperson and Member on May 22, 2023.

[#]Ceased to be a Member on January 14, 2024.

[^]Appointed as a Member w.e.f. January 15, 2024.

Table 7: Details of complaints from shareholders during FY 2023-24

No. of complaints received	No. of complaints resolved	No. of pending complaints
1	1	0

D. Risk Management Committee

The Company has an integrated approach to managing the risks inherent in the various aspects of its business. As a part of this approach, the Company's Board is responsible for monitoring risk levels according to various parameters and ensuring implementation of mitigation measures, if required. There is a mechanism in place to inform Board Members about the risk assessment and minimization procedures to ensure that executive management controls risks through a properly defined framework. The Board has constituted the RMC as required by Regulation 21 of the SEBI (LODR) Regulations, 2015.

In compliance with regulatory requirements and global standards (COSO framework), Birlasoft has implemented a robust Enterprise Risk Management process duly benchmarked with industry standards. The details are given elsewhere in the Annual Report.

Composition

As on March 31, 2024, Manish Choksi is the Chairman of the Committee, and Ananth Sankaranarayanan, Satyavati Berera and Nidhi Killawala are the other members of the Committee. All the members of the RMC are Independent Directors.

Role and objectives

The role and objectives of the Committee as provided under Regulation 21 read with Schedule II of the SEBI (LODR) Regulations, 2015, as amended from time to time, and as defined by the Board of Directors of the Company are as below:

1. formulate a detailed risk management policy which shall include:
 - a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - b) measures for risk mitigation including systems and processes for internal control of identified risks;
 - c) business continuity plan;
2. ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The RMC coordinates its activities with other Committees, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors.

Meetings

The Committee met twice during the year on September 15, 2023, and March 5, 2024. The gap between any two RMC Meetings did not exceed 180 days. The details of attendance are given in Table 8.

Table 8: Risk Management Committee – attendance

Sr. No.	Name of the Committee Member	No. of meetings attended (Total 2 meetings held)
1	Manish Choksi – Chairman [®]	1
2	Ashok Kumar Barat [*]	1
3	Nandita Gurjar [*]	1
4	Alka Bharucha ^{**}	NA
5	Ananth Sankaranarayanan	2
6	Satyavati Berera [§]	1
7	Nidhi Killawala [§]	1

[®]Appointed as a Chairman and Member w.e.f. January 24, 2024.

^{*}Ceased to be Member on January 14, 2024.

^{**}Ceased to be a Member on May 22, 2023.

[§]Appointed as Member w.e.f. January 15, 2024.

E. Corporate Social Responsibility Committee

The Board has constituted a CSR Committee to oversee the discharge of CSR obligations of the Company, in terms of Section 135 of the Act and the relevant rules. The Committee consists of three Directors including one Independent Director.

Composition

As on March 31, 2024, Amita Birla is the Chairman of the Committee. Angan Guha and Satyavati Berera are the other members of the Committee.

Role and objectives

The role and objectives of the Committee, as provided by the Act and Rules thereunder, as amended from time to time, and as defined by the Board of Directors of the Company, are as under:

1. formulation and recommendation of CSR Policy to the Board;
2. formulate and recommend to the Board, an Annual Action Plan in pursuance of the CSR Policy;
3. identification of activities to be undertaken by the Company;
4. recommendation of amount of expenditure on CSR activities;
5. monitor the CSR Policy from time to time.

Policy

The Corporate Social Responsibility Policy of the Company is available at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Meetings

The Committee met twice during the year on May 8, 2023 and October 30, 2023. The details of attendance are given in Table 9.

Table 9: Corporate Social Responsibility Committee – attendance

Sr. No.	Name of the Committee Member	No. of meetings attended (Total 2 meetings held)
1	Amita Birla – Chairman	2
2	Nandita Gurjar [*]	2
3	Alka Bharucha [#]	1
4	Angan Guha [®]	1
5	Satyavati Berera [§]	NA

^{*}Ceased to be a Member on January 14, 2024.

[#]Ceased to be a Member on May 22, 2023.

[®]Appointed as a Member w.e.f. May 23, 2023.

[§]Appointed as a Member w.e.f. January 15, 2024.

III. Senior Management Personnel

Particulars of Senior Management Personnel as per the SEBI (LODR) Regulations, 2015:

Sr. No.	Name of the Senior Management Personnel	Designation
1	Angan Guha	Chief Executive Officer & Managing Director
2	Kamini Shah	Chief Financial Officer
3	Roopinder Singh	Chief Executive Officer - Americas
4	Arun Rao	Chief People Officer
5	Selvakumaran Mannappan [*]	Chief Operating Officer
6	Manjunath Kygonahally [#]	Chief Executive Officer – Rest Of the World
7	Shreeranganath Kulkarni [^]	Chief Delivery Officer
8	Sneha Padve	Company Secretary & Compliance Officer

^{*}Appointed as the Chief Operating Officer w.e.f. October 18, 2023.

[#]Appointed as the Chief Executive Officer – Rest Of the World w.e.f. January 2, 2024.

[^]Ceased to be the Chief Delivery Officer on June 23, 2023.

IV. Remuneration of Directors

Within the limits prescribed under the Act and by the Members’ resolutions, the NRC determines and recommends to the Company’s Board, the remuneration payable to Executive and Non-Executive Directors and thereafter, the Board considers the same for approval. The details of remuneration paid to the Executive Director (“Chief Executive Officer & Managing Director”) of the Company are given in Table 10.

The Company has entered into an Executive Employment Agreement with the Chief Executive Officer & Managing Director. The terms of his employment are governed by the applicable policies of the Company at the relevant point in time and his Performance Linked Incentive is totally linked to Company’s performance. This creates alignment with the Company’s strategy and business priorities to enhance shareholder value. The variable pay achievement targets, inter alia, include revenue growth and profitability.

In accordance with the Nomination and Remuneration Policy of the Company, the revisions to the remuneration payable to the Chief Executive Officer & Managing Director, Chief Financial Officer, Company Secretary and Senior Management Personnel is reviewed by the NRC based on their performance evaluation.

Table 10: Remuneration paid to Executive Director in the financial year 2023-24

Name of Director/Remuneration Details	(Amount in ₹ million)	
	Angan Guha	CEO & Managing Director
Salary	7.98	
Employer’s contribution to Provident Fund (“PF”)	0.35	
Leave Encashment	Nil	
Variable Performance Incentive	3.17	
Long Term Incentive	Nil	
Perquisites	Nil	
Others	Nil	
Notice Period	6 months	
Severance Fees	Nil	
Total	11.50	

- a) The overall compensation is in accordance with the approval given by the Members of the Company. In addition, Angan Guha was paid a remuneration of \$ 1.89 million from Birlasoft Solutions Inc., a wholly owned subsidiary of the Company, in his capacity as the CEO & MD of Birlasoft Solutions Inc.

b) Angan Guha was granted 855,900 tenure linked Restricted Stock Units (“RSUs”) and 1,046,100 performance-linked Performance Stock Units (“PSUs”) on January 6, 2023, which will vest over a period of 3 (three) years (30%/30%/40%) under the Birlasoft Share Incentive Plan - 2022, at par value. During the financial year 2023-24, in accordance with the vesting schedule, 30% of RSUs and PSUs were vested into Angan. The actual entitlement of vested PSUs was determined by the NRC on the basis of the performance parameters guiding all variable pay, inclusive of RSUs/PSUs, which are (1) Revenue and (2) Earnings before interest, taxes, depreciation and amortization (“EBITDA”) margin with a threshold achievement of 80%, below which the payout turns out to be zero.

The exercise period shall be maximum 4 years from the date of vesting of these units.

c) Further, on March 21, 2024, the Members of the Company approved increase in the limit of managerial remuneration payable to Angan Guha, CEO & MD, in excess of 5% of the net profits of the Company and consequential increase in the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his 3-year tenure as CEO & MD.

Notes:

1. In accordance with the definition of perquisites under the Income-tax Act, 1961, remuneration includes the following:
 - a. Value of stock incentives only on those shares that have been allotted during the period. Accordingly, the value of stock incentives granted during the period is not included.
 - b. Since Employer’s contribution to PF is mentioned separately, it has been excluded from perquisites value.
2. Remuneration excludes provision for gratuity, as separate actuarial valuation for Directors is not available.

Under Section 197 of the Act, a Director who is neither in the whole-time employment of the Company nor a Managing Director (“Non-Executive Directors”), may be paid remuneration by way of commission if the Members of the Company authorize such payment. However, the remuneration paid to all such Non-Executive Directors taken together should not exceed 1% of the net profits of the Company in any relevant financial year, if the

Company has a Managing Director or a Whole-time Director or a Manager.

The Members of the Company at the Annual General Meeting held on July 27, 2023, approved a sum of not exceeding 1% of the net profits of the Company, per annum, calculated in accordance with Section 198 of the Act, to be paid to Non-Executive Directors in the manner as may be decided by the Board of Directors.

The Board of Directors of the Company has approved a commission of ₹ 15.60 million (previous year ₹ 15.75 million) to the Non-Executive Directors of the Company for the financial year 2023-24. No other remuneration was paid to the Non-Executive Directors, except for sitting fees for the meetings attended by them. The details of remuneration to the Non-Executive Directors for the financial year 2023-24 are given in Table 11.

Table 11: Remuneration to Non-Executive Directors

(Amount in ₹ million)		
Name of Director	Commission	Sitting Fees
Amita Birla – Chairman	5.00	0.90
Chandrakant Birla	2.00	0.65
Ashok Kumar Barat	2.40	0.65
Alka Bharucha	0.35	0.30
Nandita Gurjar	1.60	0.95
Ananth Sankaranarayanan	2.00	1.25
Satyavati Berera	1.25	0.45
Nidhi Killawala	0.60	0.50
Manish Choksi	0.40	0.25
Total	15.60	5.90

Table 12: Basis for remuneration paid to Non-Executive Directors

Remuneration	Board meeting & Audit Committee meeting	Other Committee meetings
Sitting Fees	₹ 100,000/- per meeting	₹ 50,000/- per meeting
Commission	The total amount of commission to be paid to the Non-Executive Directors for the financial year 2023-24 is ₹ 15.60 million. This is distributed among the Non-Executive Directors based on their chairmanship/membership of board/committees, duration of their directorship during the year and for their contribution to the Company outside board/committee meetings.	

No stock options have been granted to any of the Non-Executive Directors and/or Independent Directors during the financial year 2023-24 and none of the Non-Executive Directors received remuneration amounting to 50% of the total remuneration paid to Non-Executive Directors during the year ended March 31, 2024.

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive Directors and/or Independent Directors apart from the remuneration and the transactions as disclosed under the “Related Party Transactions” in the financial statements.

V. Shareholders’ Information

A. General body meetings

Table 13: Details in respect of the past three Annual General Meetings (“AGMs”) of the Company

Date of the meeting (year)	Venue of the meeting	Time of the meeting	Special Resolutions Passed
July 28, 2021 (2020-21)	Held through Video Conferencing/Other Audio Visual Means pursuant to notifications issued by Ministry of Corporate Affairs & Securities and Exchange Board of India, hence deemed venue being the Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune – 411 057.	04:00 P.M.	Increase in the managerial remuneration limit payable to Dharmander Kapoor – CEO & Managing Director, in excess of 5% of the net profits of the Company and therefore, to increase the overall maximum managerial remuneration limit from 11% to 15%, for the financial year 2021-22.
August 3, 2022 (2021-22)	Held through Video Conferencing/Other Audio Visual Means pursuant to notifications issued by Ministry of Corporate Affairs & Securities and Exchange Board of India, hence deemed venue being the Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune – 411 057.	04:00 P.M.	<ol style="list-style-type: none"> 1) Increase in the managerial remuneration limit payable to Dharmander Kapoor as CEO & Managing Director, in excess of 5% of the net profits of the Company and therefore, to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & Managing Director. 2) Approval for Birlasoft Share Incentive Plan-2022 for the employees of the Company. 3) Extension of the Birlasoft Share Incentive Plan-2022 to the employees of the subsidiary company(ies) of the Company.
July 27, 2023 (2022-23)	Held through Video Conferencing/Other Audio Visual Means pursuant to notifications issued by Ministry of Corporate Affairs & Securities and Exchange Board of India, hence deemed venue being the Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune – 411 057.	02:30 P.M.	None

No Extraordinary General Meetings were held during the last three financial years.

B. Special Resolutions through Postal Ballot

During the year, the Company has passed special resolutions through Postal Ballot, details of which are given below:

Sr. No.	Description	Details of E-voting Period	Last date of E-voting (Approval Date)	Scrutinizer	Voting Pattern
1	<p>a. Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for a term of 5 (five) years.</p> <p>b. Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for a term of 5 (five) years.</p>	December 20, 2023 to January 18, 2024	January 18, 2024	Mr. Jayavant Bhave - Proprietor of J. B. Bhave & Co. Company Secretaries (Membership No. - F4266).	<p>1) In Favour – 99.66%</p> <p>Against – 0.34%</p> <p>2) In Favour – 85.98%</p> <p>Against – 14.02%</p>
2	<p>a. Appointment of Mr. Manish Choksi (DIN:00026496) as an Independent Director of the Company for a term of 5 (five) years.</p> <p>b. Increase in the limit of managerial remuneration payable to Mr. Angan Guha, Chief Executive Officer & Managing Director (“CEO & MD”), in excess of 5% of the net profits of the Company and consequential increase in the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his 3-year tenure as CEO & MD.</p>	February 21, 2024 to March 21, 2024	March 21, 2024	Mr. Jayavant Bhave - Proprietor of J. B. Bhave & Co. Company Secretaries (Membership No. - F4266).	<p>1) In Favour – 99.68%</p> <p>Against – 0.32%</p> <p>2) In Favour – 94.82%</p> <p>Against – 5.18%</p>

All these resolutions were passed with requisite majority.

Procedure for Postal Ballot

The postal ballots were carried out as per the provisions of the Act, read with the Rules framed thereunder and in line with the Circulars issued by the Ministry of Corporate Affairs and in accordance with Regulation 44 & other applicable provisions of the SEBI (LODR) Regulations, 2015, for the time being in force and as amended from time to time.

The Notice of Postal Ballot was sent to Members only in electronic form to the e-mail addresses registered with their Depository Participants or the Company’s Registrar & Transfer Agent. The Company made arrangements for those Members who did not register their email address to get the same registered by following the procedure prescribed in the Notice. A notice was also published in the newspapers for the information of the Members. Voting rights were reckoned on the equity shares held by the Members as on

the Cut-off Date. The Company appointed a Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer’s Report was submitted to the Stock Exchanges. The resolutions which were passed with the requisite majority, were deemed to have been passed on the last date specified for e-voting. The results were displayed at the registered office of the Company and on the Company’s website at www.birlasoft.com and were available on the website of the Stock Exchanges and National Securities Depository Limited.

Details of special resolution proposed to be conducted through postal ballot:

There is no immediate proposal for passing any special resolution through postal ballot.

C. Means of Communication

We have established procedures to disseminate relevant information to our shareholders, analysts, employees and the society at large in a planned manner.

a) Quarterly results

The quarterly financial results are posted on the Company’s website. During the financial year, the financial results were published in Financial Express, Indian Express and Loksatta. Financial results and all material information are also regularly provided to the stock exchanges as per the requirements of the SEBI (LODR) Regulations, 2015 and are available on their websites and on the Company’s website.

Table 14 – Details of Publication of Financial Results in Newspapers

Date of Publication	Particulars	Newspaper
May 10, 2023	Audited consolidated financial results for the quarter and year ended March 31, 2023.	The Financial Express, Indian Express & Loksatta
July 28, 2023	Unaudited consolidated financial results for the quarter ended June 30, 2023.	The Financial Express, Indian Express & Loksatta
November 2, 2023	Unaudited consolidated financial results for the quarter and half year ended September 30, 2023.	The Financial Express, Indian Express & Loksatta
January 25, 2024	Unaudited consolidated financial results for the quarter and nine months ended December 31, 2024.	The Financial Express, Indian Express & Loksatta

b) News releases

The official news releases are intimated to the stock exchanges and are also uploaded on the Company’s website.

c) Presentations to the institutional investors/analysts

The detailed investor updates/presentations are sent to the stock exchanges on the Company’s quarterly, half-yearly as well as annual financial results and the same are made available to the investors and financial analysts. Further, the Company hosts earnings call with

the Investors/Analysts after publishing its quarterly results and the details of the earnings call are uploaded on the stock exchanges. The recording & transcripts of the earnings call with the investors/analysts are also uploaded on the Company’s website.

d) Company’s Website

The Company’s website <https://www.birlasoft.com/company/investors> contains a separate section on “Investors”, where relevant information is available.

e) Reminders to Members

The Company has sent individual letters to the Members for claiming unclaimed & unpaid dividend and unclaimed shares. Members were also reminded on several instances to dematerialize their shares/ update their PAN, Bank Account details, Nomination and other KYC details.

The formats for updating the above details are available on the Company’s website at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

f) Designated e-mail ID

The Company has a designated e-mail ID, namely grievances@birlasoft.com for the shareholders.

g) Stock Exchange filings

NSE Electronic Application Processing System (NEAPS) is a web-based application designed by the National Stock Exchange of India Limited for corporates. All periodical and other compliance filings are filed electronically on NEAPS.

BSE Limited’s Listing Centre is a web-based application designed for corporates. All periodical and other compliance filings are filed electronically on the Listing Centre.

h) SEBI Complaints Redress System (SCORES)

Investor complaints are processed at the Securities and Exchange Board of India in a centralized web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.

VI. General Shareholder Information

1. **Registered Office:** 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune – 411 057.
Tel. No.: +91-20-66525000,
Fax No.: +91-20-66525001,
Website: www.birlasoft.com
2. **Date of Incorporation:** December 28, 1990
3. **Registration No./CIN:** L72200PN1990PLC059594
4. **Details of Annual General Meeting (“AGM”):**
 - i. **Day & Date** Wednesday, July 31, 2024
 - ii. **Time** 02:30 P.M. IST
 - iii. **Venue** The Company is conducting the AGM through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) pursuant to the Circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India, and as such, there is no requirement to have a venue for the AGM. For details, please refer the AGM Notice.
5. **Record Date for Final Dividend:** Friday, July 12, 2024
6. **Cut-off Date for:**
 - i. **Remote e-voting** Wednesday, July 24, 2024
 - ii. **Attending AGM through VC/OAVM** Wednesday, July 24, 2024
7. **Final Dividend Payment Date:** Within the statutory time limit of 30 days, subject to the approval of Members in the Annual General Meeting.
8. **Interim Dividend:** Board Meeting Date: October 31, 2023
Record Date: November 8, 2023
Payment Date: November 23, 2023
9. **Financial Year :** April 1, 2023 - March 31, 2024
10. **Financial Calendar for 2024-25:**

Board meeting for consideration of unaudited quarterly results – Within forty-five days from the end of the quarter, as stipulated under the SEBI (LODR) Regulations, 2015.

Board Meeting for consideration of audited results for the financial year – Within sixty days from the end of last quarter, as stipulated under the SEBI (LODR) Regulations, 2015.

Annual General Meeting – Within six months from the end of the financial year and the gap between 2 AGMs shall not be more than 15 months, as stipulated under the Act.
11. **The shares of the Company are listed on the following stock exchanges:**

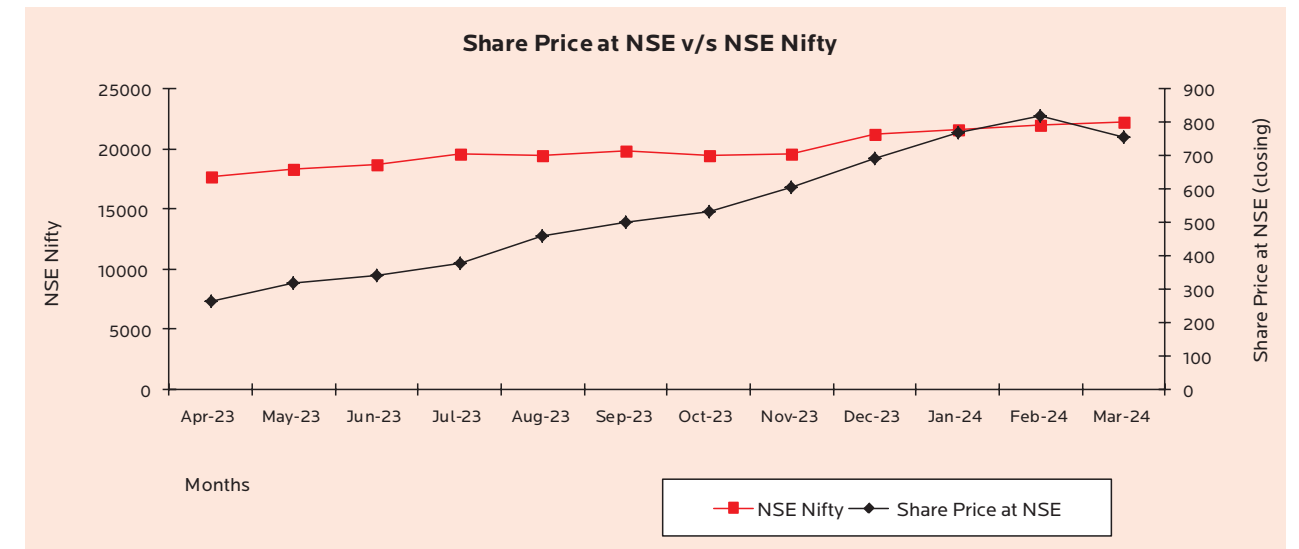
National Stock Exchange of India Limited	Exchange Plaza, Plot No. C/1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051. NSE Code: BSOFT
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. BSE Code: 532400
ISIN of the Company	INE836A01035

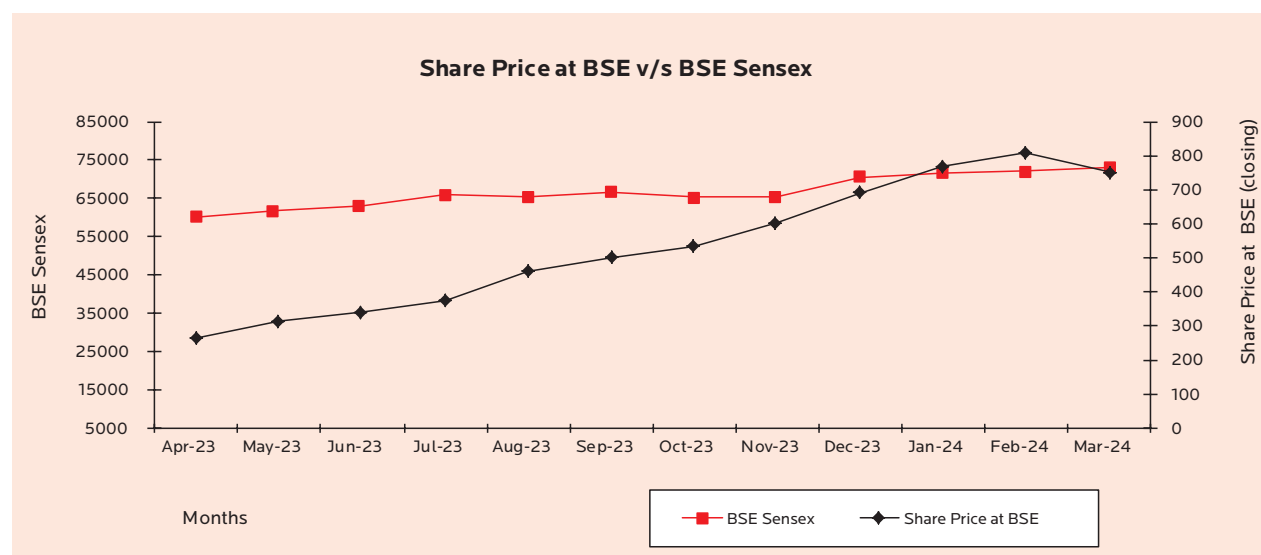
The Company has paid the Annual Listing Fee for the financial year 2024-25 to both the stock exchanges.

12. Monthly high/low and average of the Company’s share prices on the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”):

Month	NSE				BSE				Total Volume NSE + BSE
	High	Low	Average	Volume	High	Low	Average	Volume	
Apr'23	277.95	251.90	264.90	2,23,58,792	277.90	251.90	264.93	13,16,013	2,36,74,805
May'23	345.90	273.05	315.96	10,16,25,158	345.70	272.05	315.97	81,27,348	10,97,52,506
Jun'23	363.35	327.10	341.65	5,30,79,421	363.20	326.90	341.59	28,05,116	5,58,84,537
Jul'23	429.70	343.60	376.01	7,95,59,932	429.40	343.70	375.94	45,31,591	8,40,91,523
Aug'23	511.90	418.40	460.69	5,16,97,503	511.10	418.30	460.60	26,84,052	5,43,81,555
Sept'23	535.55	472.40	500.31	4,30,00,462	535.00	472.90	500.27	27,46,586	4,57,47,048
Oct'23	560.00	480.00	532.62	5,12,60,116	559.95	481.80	532.50	18,65,189	5,31,25,305
Nov'23	638.00	544.20	603.09	5,16,36,158	638.25	544.80	603.09	18,98,949	5,35,35,107
Dec'23	746.00	624.05	690.23	4,59,95,321	746.00	624.00	690.05	19,49,705	4,79,45,026
Jan'24	858.75	670.40	767.95	5,90,58,677	858.70	670.60	767.89	37,56,440	6,28,15,117
Feb'24	861.85	757.45	820.85	3,31,96,714	859.90	782.00	808.60	14,25,195	3,46,21,909
Mar'24	794.75	712.45	753.01	2,73,00,757	797.95	708.55	752.79	7,83,101	2,80,83,858

13. Share performance chart of the Company in comparison to NSE Nifty and BSE Sensex:





14. Suspension of Trading:

The securities of the Company were not suspended from trading on stock exchanges during the year under review.

15. Registrar & Transfer Agent (“RTA”):

Link Intime India Private Limited.

Registered office: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083.

Branch office: Block No. 202, Akshay Complex, off Dhole Patil Road, Near Ganesh Temple, Pune – 411001.

Phone: +91-20-26161629, E-mail: pune@linkintime.co.in.

Shareholder engagement:

The officials of the Company and RTA on a continuous basis engage with the shareholders, to explain to them the procedure and documents required for processing their service requests. Once the Company or RTA establishes contact with the shareholders, all efforts are made to enable the shareholders to submit requisite and valid documents and approve their service request in one go. The Company has always regarded shareholder engagement as one of the key anchors towards achieving better corporate governance.

SEBI has requested the shareholders to approach the Company directly at the first instance for their grievance. If the Company does not resolve the complaint of the shareholders within stipulated time, then they may lodge the complaint with SEBI/Stock Exchanges for further action.

16. Share transfer system:

As mandated by SEBI, the equity shares of the Company can only be issued in dematerialized form while processing service requests for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, transmission and transposition, etc. A communication to this effect was sent to the shareholders. Accordingly, shareholders holding equity shares in physical form are requested to have their shares dematerialized to be able to freely transfer them.

The share transfer activities are carried out by our Registrar & Transfer Agent and are completed within the specified timelines, provided all the documents received are in order.

17. Shareholding Pattern as on March 31, 2024:

Category	No. of shares held	% of total share capital
Promoters	112,905,785	40.92
Public	162,989,436	59.07
Mutual Funds	44,768,161	16.22
Foreign Portfolio Investors	64,790,874	23.48
Bodies Corporate	3,216,205	1.17
Non-Resident Indians	4,222,111	1.53
Others	45,992,085	16.67
Non-Promoter – Non-Public	42,200	0.01
TOTAL	275,937,421	100.00

18. Distribution Schedule as on March 31, 2024:

Quantity of shares From – To	Shareholders		Shares	
	Number	%	Number	%
1 – 5,000	344,875	99.69	32,225,524	11.68
5,001 - 10,000	400	0.12	2,901,683	1.05
10,001 - 20,000	202	0.06	2,923,853	1.06
20,001 - 30,000	88	0.03	2,190,990	0.79
30,001 - 40,000	47	0.01	1,620,009	0.58
40,001 - 50,000	44	0.01	1,945,784	0.71
50,001 - 100,000	114	0.03	8,131,293	2.95
100,001 & above	188	0.05	223,998,285	81.18
Total	345,958	100.00	275,937,421	100.00

19. Top 10 shareholders of the Company as on March 31, 2024:

Sr. No.	Name of the Shareholder	Category	Total no. of shares	Percentage
1	National Engineering Industries Limited	Promoters	107,736,274	39.04
2	Axis Mutual Fund Trustee Limited	Mutual Funds	12,798,920	4.64
3	HSBC Funds	Mutual Funds	8,355,081	3.03
4	Kotak Funds - India Midcap Fund	Foreign Portfolio Investors	5,975,745	2.17
5	BNP Paribas Financial Markets	Foreign Portfolio Investors	5,691,194	2.06
6	Central India Industries Limited	Promoters	5,169,511	1.87
7	Max Life Insurance Co Ltd	Insurance Companies	3,839,608	1.39
8	Tata Digital India Fund	Mutual Funds	3,236,998	1.17
9	Nippon Life India Trustee Ltd	Mutual Funds	2,925,709	1.06
10	Aditya Birla Sun Life Trustee Private Limited	Mutual Funds	2,824,855	1.02

Note: The shareholding has been consolidated on the basis of the Permanent Account Number (“PAN”).

20. Dematerialization of shares and liquidity:

As on March 31, 2024, 99.74% of the total issued share capital was held in electronic form with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

21. Reconciliation of Share Capital:

As stipulated by the Securities and Exchange Board of India (“SEBI”), a Practicing Company Secretary carries out the audit of Reconciliation of Share Capital and provides a report to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This reconciliation is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the Board. The audit, inter-alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

22. Details of Dividend in the Unpaid/Unclaimed Dividend Accounts as on March 31, 2024:

Financial Year	Date of completion of 7 years*	Due date for transfer of shares and amount to IEPF
2016-17 [#]	September 26, 2024	October 26, 2024
2017-18	October 2, 2025	November 1, 2025
2018-19	September 10, 2026	October 9, 2026
2019-20 (Interim)	March 4, 2027	April 2, 2027
2019-20	September 28, 2027	October 27, 2027
2020-21 (Interim)	December 8, 2027	January 6, 2028
2020-21	August 30, 2028	September 28, 2028
2021-22 (Interim)	November 28, 2028	December 27, 2028
2021-22	September 5, 2029	October 4, 2029
2022-23 (Interim)	November 23, 2029	December 22, 2029
2022-23	August 29, 2030	September 27, 2030
2023-24 (Interim)	December 3, 2030	January 1, 2031

*As per Section 124 of the Act, any money transferred to the Unpaid Dividend Account of a Company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company thereon to the Investor Education and Protection Fund (“IEPF”). In view of this provision, the shareholders are kindly requested to get their pending dividend warrants, if any, pertaining to the above financial years, encashed at the earliest. Shareholders can send the unpaid dividend warrants to the Registrar & Transfer Agent of the Company for the purpose of revalidation/reissue.

[#]For the financial year 2016-17, the tentative corresponding number of shares liable to be transferred to the IEPF Authority are 7,234 equity shares of ₹2/- each.

Please note that pursuant to 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 be transferred in the name of the IEPF Authority including all benefits accruing on such shares. The Company has sent out individual communication to shareholders whose dividends remain unclaimed for seven years and published an advertisement in newspapers, informing such shareholders to claim their dividend/shares.

Accordingly, the Company transferred an amount of ₹ 662,125.20/- and ₹ 617,310.10/- being the unclaimed dividend pertaining to the financial year 2015-16 for interim and final dividend respectively to the IEPF. Further, 15,797 and 2,545 corresponding shares were also transferred to the IEPF Authority as required under the above referred rules. 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>.

Members can claim such dividend and shares including all benefits accruing on such shares from the IEPF Authority after following the procedure prescribed in the Rules and detailed as under.

Process of claiming shares and dividend from IEPF:

IEPF Authority vide its Office Memorandum dated July 20, 2022, and instructions issued thereafter dated April 5, 2024, revised the process of claiming the shares and

dividends from IEPF Authority, whereby the claimant(s) are advised to approach the Company for entitlement letter along with all the required documents before filing of claim application with the IEPF Authority. Once the Company has received and verified all the requisite documents, it will then issue an entitlement letter along with all the required details to file web form IEPF-5 within a period of 30 days. The claimant(s) shall thereafter file web form IEPF-5 with the IEPF Authority along with entitlement letter and other supporting documents. The claimant(s) shall then submit the self-attested copy of form IEPF-5, its acknowledgment, duly executed Indemnity Bond and other supporting documents to the Company at its registered office address in the name of the “Nodal Officer of the Company”, to enable the Company to file the e-verification report of the claim within the prescribed timeline. This process will reduce the instance of claim applications being rejected by the Company/IEPF Authority on account of incomplete and/or non-receipt of required documents.

Nodal Officer:

In accordance with the IEPF Rules, Sneha Padve, Company Secretary & Compliance Officer is appointed as the Nodal Officer.

Contact information of the Nodal Officer for the purpose of co-ordination with the IEPF Authority is available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

23. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense account (Unclaimed Shares):

As required under the SEBI (LODR) Regulations, 2015, the Registrar & Transfer Agent of the Company had sent three reminders to the shareholders whose physical shares were unclaimed/undelivered. These unclaimed/undelivered shares have been transferred to Unclaimed Suspense Account opened by the Company as required under these Regulations, when no response was received from any shareholder to the reminders. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. The Company maintains the details of shareholding of each individual shareholders whose shares are transferred to the Unclaimed Suspense Account. If a claim is received from a shareholder by the Company, the shares lying in the Unclaimed Suspense Account would be transferred after due verification of documents submitted by him.

The details of the unclaimed shares of the Company are as follows:

Sr. No.	Particulars	No. of shareholders	No. of shares
i.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	13	14,000
ii.	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
iii.	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
iv.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	13	14,000

24. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

25. Commodity price risk or foreign exchange risk and hedging activities:

During the year 2023-24, the Company has managed foreign exchange risk and hedging to the extent necessary. The global economic and geopolitical situation continues to remain volatile. Fluctuations in major currencies due to unstable economic conditions impact revenue and profits of the IT industry. This trend is expected to continue and future volatility is expected due to the conflict in eastern Europe region and recessionary trends in Americas and other geographies. The Company has in place a hedging policy to minimize the risks associated with foreign currency rate fluctuations. The Company enters into forward contracts for hedging foreign currency receivable from its wholly owned subsidiaries and end customers.

The details of foreign currency exposures are disclosed in the notes forming part of the financial statements.

26. Plant Locations:

The Company has various offices in India and abroad. Details of these locations are available on our website and elsewhere in the Annual Report.

27. Address for Correspondence:

Shareholders are requested to send all share transfers and correspondence relating to shares, dividend, etc. to our Registrar & Transfer Agent at:

Link Intime India Private Limited, Contact Person: Sandip Pawar, Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune – 411001, Phone: +91-20-26161629, E-mail: pune@linkintime.co.in.

Shareholders can also contact Sneha Padve – Company Secretary and Compliance Officer, Phone: +91-20-66525010, Fax: +91-20-66525001, E-mail: sneha.padve@birlasoft.com, for any further assistance.

For any kind of grievance and for their speedy redressal, the shareholders may send their grievances to grievances@birlasoft.com.

28. Credit Ratings:

The Company does not have any debt instrument, fixed deposit programme or any scheme or proposal for mobilization of funds. Hence, during the year, it had not obtained any credit rating for this purpose. The other credit rating details with respect to bank facilities is given elsewhere in the Annual Report.

VII. Other Disclosures

29. Related Party Transactions:

The Company has formulated a Policy on materiality of Related Party Transactions on dealing with Related Party

Transactions and the same is available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>. The related party transactions are placed before the Audit Committee on a quarterly basis for their approval/noting, as the case may be. There have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its directors, management, subsidiary or relatives except for those disclosed in the financial statements for the year ended March 31, 2024. None of these transactions had potential conflict with the interest of the Company. Details of all material transactions with related parties have been disclosed quarterly to the stock exchanges along with the compliance report on Corporate Governance.

30. Details of Non-Compliance:

During the past three years, there were no non-compliances by the Company, no penalties or strictures were imposed on the Company by the stock exchanges and other statutory authorities on any matter relating to capital markets.

The Company has complied with and disclosed all the mandatory requirements under the SEBI (LODR) Regulations, 2015.

31. Vigil Mechanism/Whistle Blower Policy:

Birlasoft is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. Our six cultural tenets - Organization First, Customer Centricity, Say-Do Ratio, People Centricity, Be Bold and Quick Decision making, serve as our guide as we progress ahead. These culture tenets are interwoven to form a principle of "Trust" as a fabric for our Code of Business Ethics and Conduct Policy. To maintain these standards, the Company encourages Whistle Blower(s) who have concerns about any wrongful act to come forward and express these concerns without fear of punishment or unfair treatment. The Vigil (Whistle Blower) Mechanism encourages all its stakeholders to communicate and raise any behavior or practice, they may be aware of and/or suspect to be unethical, illegal, or otherwise inappropriate and harmful to the Company.

This policy has been uploaded on the website of the Company for effective circulation, reference of its stakeholders and global implementation and the same is available at <https://www.birlasoft.com/company/investors/policies-reports-filings>. The purpose of this policy is to establish procedures for:

1. allowing the Directors, employees/contractors/ 3rd Party service providers and other stakeholders to understand Organization policies and raise concerns about potential malpractices and/or any unethical activity and/or violation thereof;
2. acknowledging, validating, investigating, and responding to complaints received by the Company regarding improper activities (Financial, WorkPlace, Environmental, Unethical Behavior) or otherwise, in the Company;
3. channels for Whistle Blower complaint on a confidential and/or anonymous basis, of concerns regarding improper activities; and
4. time bound fact-based independent investigations with defined actions for monitoring and reporting.

The Policy also aims to protect any Whistle Blower who legitimately and in good faith raises concerns or provides information against improper activities.

Everyone in the Company is responsible for ensuring that the workplace is free from all forms of discrimination, harassment and retaliation prohibited by this Policy. No employee or Director of the Company has the authority to engage in any conduct prohibited by this Policy. It is also hereby confirmed that no personnel have been denied access to the Audit Committee.

32. Code of Business Ethics and Conduct Policy:

The Company has adopted the Code of Business Ethics and Conduct Policy ("Code") for its Board members, Senior Management Personnel and all employees and this Code has been posted on the Company's website at <https://www.birlasoft.com/company/investors/policies-reports-filings>. During the year, there have been no material, financial and commercial transactions made by the management, where they had personal interest conflicting with the interest of the Company at large. All the Board members and Senior Management Personnel affirm compliance with the Code on an annual basis. The declaration of the CEO & Managing Director to this effect is provided in this Report.

33. Policy for Determination of Materiality of Event or Information:

The Company has in place this Policy for Determination of Materiality of Events or Information which are required to be disclosed to the stock exchanges. This Policy is available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

34. Code of Conduct of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI):

The Chief Investor Relations Officer deals with dissemination of information and disclosure of UPSI under the Policy and the said Policy is available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

35. Prohibition of Insider Trading:

With a view to regulate trading in securities by the Designated Persons, the Company has adopted a Code for prohibition of insider trading known as the Code to Regulate, Monitor and Report Trading by Designated Persons in Securities of Birlasoft Limited ("the Insider Trading Code").

The Company periodically circulates informative emails on Prohibition of Insider Trading, Do's and Don'ts, etc. to the Designated Persons to familiarize them with the provisions of the Insider Trading Code and educate and sensitize them on various aspects of Insider Trading. The management also conducted trainings for the Designated Persons & employees as well to create awareness on various aspects of Insider Trading and the SEBI Insider Trading Regulations and to ensure that the internal controls are adequate and effective to ensure compliance.

These activities have created substantial awareness amongst the Designated Persons. During the year under review, the Audit Committee has reviewed the compliance with the provisions of the SEBI Insider Trading Regulations and has verified that the systems for internal controls are adequate and operating effectively.

36. Role of Company Secretary:

The functions of the Company Secretary are discharged by Sneha Padve. She plays an important role in ensuring that the procedures are followed and regularly reviewed. She also ensures that all relevant information, details

and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advice the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to Directors, to facilitate convening of meetings and interfaces between the management and regulatory authorities for governance matters.

37. Compliance with Mandatory Requirements:

The Company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015.

38. Compliance with Discretionary Requirements of the SEBI (LODR) Regulations, 2015:

1. The Company has separated posts of Chairman and the CEO & MD and the Chairman is a Non-Executive Director and she is not related to the CEO & MD.
2. The Chairman does not maintain her office at the Company's expenses. However, the Chairman is allowed reimbursement of expenses incurred in performance of her duties.
3. The Company prepares quarterly investor updates which cover operational details apart from financial details. These updates are uploaded on the website of the Company and the stock exchanges.
4. There were no qualifications by the Statutory Auditor on the financial statements of the Company.
5. The Internal Auditor of the Company reports to the Audit Committee of the Board.

39. Subsidiary Companies:

As per the criteria given in Regulations 16 & 24 of the SEBI (LODR) Regulations, 2015, the Company has 2 material subsidiaries, namely, Birlasoft Solutions Inc. and Birlasoft Inc. and an Independent Director is appointed on the Board of these subsidiaries.

The details of material subsidiaries are given below:

Sr. No.	Name of the Material Subsidiary	Date of Incorporation	Place of Incorporation	Statutory Auditors
1	Birlasoft Solutions Inc.	September 1, 1998	New Jersey, USA	Not Applicable as per local laws
2	Birlasoft Inc.	March 30, 1995	Delaware, USA.	Not Applicable as per local laws

Brief details of the Company's subsidiaries, including step-down subsidiaries are given elsewhere in the Annual Report.

Following are the key matters relating to subsidiaries which are regularly taken up in the Audit Committee/Board meeting:

- Minutes of all the meetings of subsidiaries held in the previous quarter;
- Review of the financial statements, in particular the investments made by the subsidiaries;
- Major dealings of subsidiaries' investments, fixed assets, loans, etc.;
- Statement of all significant transactions and arrangements;
- Compliances by subsidiaries with all applicable laws;
- Restructuring of Subsidiaries.

The Company has formulated a Policy for determining 'material subsidiaries' and the said Policy is available on the website at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

40. Utilization of funds raised through Preferential Allotment or Qualified Institutions Placement:

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI (LODR) Regulations, 2015.

41. Certificate by a Practicing Company Secretary:

As required by Clause 10(i) mentioned in Part C of Schedule V of the SEBI (LODR) Regulations, 2015, a certificate has been received from a Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The same is annexed to this Report.

42. Fees to the Statutory Auditors:

S R B C & Co LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) have been appointed as the Statutory Auditor of the Company. Further, B S R & Co LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) who were the Statutory Auditor of the Company up to the conclusion of Annual General Meeting of the Company held on July 27, 2023, conducted the Limited Review for the quarter ended June 30, 2023 & also rendered certain non-audit services.

The details of total fees for all services obtained during the year under review, by the Company and its subsidiaries, on a consolidated basis, from the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors are a part is given below:

Particulars	(Amount in ₹ million)	
	S R B C & Co LLP, Chartered Accountants	B S R & Co LLP, Chartered Accountants
Audit fees	11.00	-
Fees for tax review of US entities	0.80	-
Fees for limited review of quarterly results	2.63	0.02
Fees for other services	1.50	1.13
Out of pocket expenses reimbursed	0.35	0.30
Total	16.28	1.45

43. Prevention of Sexual Harassment at Workplace:

There were 2 complaints received and resolved during the year. The mechanism for prevention of Sexual Harassment at Workplace is given elsewhere in this Annual Report.

44. Loans & Advances in the nature of Loans to Firms/ Companies in which Directors are interested:

During the year, the Company or its subsidiaries have not granted any loan or advances to any firms/companies in which Directors are interested.

45. Agreements binding listed entities:

No agreement has been entered or executed by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company during the financial year.

46. Disclosures of Compliance with Corporate Governance requirements:

The Company has complied with the requirements as specified in Regulations 17 to 27 and Regulation 46 of the SEBI (LODR) Regulations, 2015, to the extent applicable. The weblinks for information uploaded on the website of the Company as required under Regulation 46 are given below.

Particulars	Weblink
Details of business	https://www.birlasoft.com
Terms and conditions of appointment of Independent Directors	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/letter-of-appointment-for-independent-directors.pdf
Composition of various Committees of Board of Directors	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/constitution-of-the-board-committees.pdf
Code of Conduct of Board of Directors and senior management personnel	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/birlasoft-code-of-conduct.pdf
Vigil mechanism/Whistle Blower Policy	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/whistle-blower-policy.pdf
Policy on dealing with Related Party Transactions	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/related-party-transaction-policy.pdf
Policy for determining 'material' subsidiaries	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/material-subsidiary-policy.pdf
Details of familiarization programmes imparted to Independent Directors	https://www.birlasoft.com/company/investors/familiarization-programmes-imparted-independent-directors
The email address for grievance redressal and other relevant details	https://www.birlasoft.com/company/investors
Contact information of the designated officials who are responsible for assisting and handling investor grievances	https://www.birlasoft.com/company/investors
Notice of Board meetings where financial results shall be discussed	https://www.birlasoft.com/company/investors/corporate-governance#notice-board-meetings
Financial Results and Related Party Transactions	https://www.birlasoft.com/company/investors/policies-reports-filings#quarterly-reports
Annual Report	https://www.birlasoft.com/company/investors/policies-reports-filings#Reports-and-Filings
Shareholding Pattern	https://www.birlasoft.com/company/investors/policies-reports-filings#shareholding-pattern
Schedule of Analysts or Institutional Investors Meet, Investor Presentations and Audio or video recordings & transcripts of post quarterly calls	https://www.birlasoft.com/company/investors/policies-reports-filings#quarterly-reports
Newspaper Publications	https://www.birlasoft.com/company/investors/newspaper-advertisements and https://www.birlasoft.com/company/investors/corporate-governance#Corporate-Announcements
Credit Ratings & any revision thereof	https://www.birlasoft.com/company/investors/policies-reports-filings/credit-ratings
Subsidiary Report	https://www.birlasoft.com/company/investors/policies-reports-filings#Reports-and-Filings
Secretarial Compliance Report	https://www.birlasoft.com/company/investors/policies-reports-filings#secretarial-compliance

Particulars	Weblink
Policy for Determination of Materiality of Events or Information	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/materiality-policy.pdf
Disclosure of contact details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s)	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/stock-exchange-intimation-of-authorization-to-kmps-for-determining-material-event.pdf
Dividend Distribution Policy	https://www.birlasoft.com/sites/default/files/resources/downloads/investors/dividend-policy.pdf
Annual Return as provided under the Act	https://www.birlasoft.com/company/investors/policies-reports-filings#annual-return
Other Corporate Announcements	https://www.birlasoft.com/company/investors/corporate-governance#Corporate-Announcements

47. Disclosure of Accounting Treatment:

The Company has adopted the prescribed accounting standards i.e. Indian Accounting Standards ("Ind AS"), for preparation of financial statements during the year.

As required by Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015, a Certificate on Corporate Governance issued by a Practising Company Secretary is annexed to this Report.

48. CEO and CFO Certification:

As required by Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the CEO and CFO certificate to the Company's Board is annexed to this Report.

49. Compliance Certificate:

The Company has made the necessary disclosures as required in sub-para (2) to (10) of Part C of Schedule V of the SEBI (LODR) Regulations, 2015.

50. Business Responsibility and Sustainability Report:

Pursuant to the Regulation 34 of the SEBI (LODR) Regulations, 2015, the Company has prepared a Business Responsibility and Sustainability Report and the same forms a part of this Annual Report.

Declaration of the Chief Executive Officer & Managing Director

This is to certify that Birlasoft Limited ("the Company") has laid down Code of Business Ethics and Conduct Policy (the "Code of Conduct") for all the Board members and senior management personnel of the Company and the same is uploaded on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings>.

Further, I hereby certify that the members of the Board of Directors and senior management personnel have affirmed the compliance with the Code of Conduct applicable to them during the year ended March 31, 2024.

New Delhi
April 26, 2024

Angan Guha
CEO & Managing Director

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

We, Angan Guha – CEO & Managing Director and Kamini Shah – Chief Financial Officer of Birlasoft Limited ("the Company"), to the best of our knowledge and belief, certify that:

- A. We have reviewed the Financial Statements (standalone and consolidated) and the Cash Flow Statements (standalone and consolidated) for the year April 1, 2023 to March 31, 2024 and to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year i.e. April 1, 2023 to March 31, 2024, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and

have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

- D. We have indicated to the Auditors and the Audit Committee:
 - (1) significant changes in internal control over financial reporting during the year i.e. April 1, 2023 to March 31, 2024;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Angan Guha
CEO & Managing Director
Bangalore
April 22, 2024

Kamini Shah
Chief Financial Officer
Pune
April 22, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Birlasoft Limited
CIN: L72200PN1990PLC059594
35 & 36, MIDC Phase I,
Rajiv Gandhi Infotech Park,
Hinjawadi, Pune – 411 057

I have examined the disclosures received from the Directors of **Birlasoft Limited** ('the Company') bearing **CIN: L72200PN1990PLC059594** and having its registered office at 35 & 36, MIDC Phase I, Rajiv Gandhi Infotech Park, Hinjawadi, Pune – 411057 and the relevant registers, records, forms and returns maintained by the Company and as made available to me for the purpose of issuing this Certificate for the Financial Year ending 31st March 2024, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I have considered non-disqualification to include non-debarment by Regulatory/Statutory Authorities.

In my opinion and to the best of my information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, I hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial Year ended 31st March 2024, have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	Designation	Director Identification No.	Date of Appointment	Date of Cessation
1.	Mrs. Amita Birla	Chairman and Non-Executive Director	00837718	15 January 2019	-
2.	Mr. Angan Guha	Chief Executive Officer and Managing Director	09791436	01 December 2022	-
3.	Mr. Chandrakant Birla	Non-Executive Director	00118473	15 January 2019	-
4.	Ms. Alka Bharucha	Independent Director	00114067	23 May 2018	22 May 2023
5.	Mr. Ashok Kumar Barat	Independent Director	00492930	15 January 2019	14 January 2024
6.	Ms. Nandita Gurjar	Independent Director	01318683	15 January 2019	14 January 2024
7.	Mr. Ananth Sankaranarayanan	Independent Director	07527676	02 February 2023	-
8.	Ms. Satyavati Berera	Independent Director	05002709	31 October 2023	-
9.	Ms. Nidhi Killawala	Independent Director	05182060	15 December 2023	-
10.	Mr. Manish Choksi	Independent Director	00026496	16 January 2024	-

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act. Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report for the Financial Year ended 31st March 2024.

Date: 27 April 2024
Place: Pune

Neha Limaye
Practicing Company Secretary
FCS: 6222 COP No.: 6475
Peer Review Cert. No.: 946/2020
ICSI UDIN: F006222F000258694
ICSI Unique Code No. I2004MH473100

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

(As per Provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time)

To,
The Members
Birlasoft Limited
35 & 36, Rajiv Gandhi Infotech Park, Phase - I,
MIDC, Hinjawadi, Pune, Maharashtra, India, 411057

Sub: Corporate Governance Compliance Certificate of Birlasoft Limited

I have examined all relevant records of **Birlasoft Limited** (CIN: L72200PN1990PLC059594) for the purpose of certifying compliance of the conditions of Corporate Governance under Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2024. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of the above certification.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was carried out in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. My examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

On the basis of our examination of the records produced, explanations and information furnished, I certify that the Company has complied with the mandatory conditions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable and amended from time to time for the financial year ended March 31, 2024.

For J. B. Bhavé & Co.
Company Secretaries

Place: Pune
Date: April 29, 2024

Jayavant Bhavé
Proprietor
FCS: 4266 CP: 3068
UDIN: F004266F000261041
PR No.: 1238/2021

Business Responsibility and Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity:

Sr. No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Listed Entity	L72200PN1990PLC059594
2.	Name of the Listed Entity	Birlasoft Limited
3.	Year of Incorporation	28 December 1990
4.	Registered office address	35 & 36, Rajiv Gandhi Infotech Park, Phase-I, MIDC, Hinjawadi, Pune-411057, Maharashtra, India.
5.	Corporate address	Assotech Business Cresterra, Tower 3, Plot No. 22, Sector 135, Expressway Noida - 201301, India.
6.	E-mail	contactus@birlasoft.com
7.	Telephone	+91 20 66525000
8.	Website	www.birlasoft.com
9.	Financial year for which reporting is being done	2023-24
10.	Name of the Stock Exchange(s) where shares are listed	• The National Stock Exchange of India Limited (NSE) • BSE Limited
11.	Paid-up Capital (₹)	551.87 million
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Poonam Jindgar Designation: Global Head, ESG and Sustainability Email Id: poonam.jindgar@birlasoft.com Telephone: +91 20-66525000
13.	Reporting boundary (Standalone or Consolidated basis)	Standalone, unless stated in the sections of the report.
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. Products/Services:

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Information and Communication	Computer Programming, Consultancy, and related activities	100%

17. Product/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Computer programming, consultancy, and related activities	62011	100%

III. Operations:

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	-	8	8
International	-	21	21

19. Markets Served by the entity:

a. Number of Locations:

Locations	Number
National (No. of States)	5
International (No. of Countries)	18

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Birlasoft's export contribution was 91% of its total turnover.

c. A brief on types of customers?

Industries that are served:

- Manufacturing – Help manufacturers to expedite their Industry 4.0.
- Energy and Utilities – Help customers in the Energy and Utilities sectors modernize processes across the value chain.
- Life sciences – Help pharmaceutical and medical devices sector to innovate faster and deliver more effective products and services.
- Banking, Financial Services and Insurance (BFSI) – Help BFSI sector in core system modernization, business process overhaul, digital technologies, core infrastructure, data management and CRM.
- Communications, Media, and Technology – Help customers become leaner, optimize processes, and streamline their content value chain by providing holistic design thinking and innovative tactical solutions.

IV. Employees:

20. Details as at the end of Financial Year 2023-24:

a. Employees and Workers (including differently abled)

Employees (including differently abled)

Sr. No.	Particulars	Total (A)	Male		Female		Others*	
			Number (B)	Percentage (B/A)	Number (C)	Percentage (C/A)	Number (D)	Percentage (D/A)
1.	Permanent Employees	11,332	8,504	75%	2,791	25%	37	0.33%
2.	Other than Permanent Employees	1,551	890	57%	410	26%	251	16%
3.	Total Employees (1+2)	12,883	9,394	73%	3,201	25%	288	2%

*Others here means those employees whose gender is undisclosed.

Note: The headcount data includes data of Birlasoft Limited's subsidiaries.

Workers (including differently abled)

Sr. No.	Particulars	Total (A)	Male		Female	
			Number (B)	Percentage (B/A)	Number (C)	Percentage (C/A)
4.	Permanent Workers	Not Applicable to Birlasoft as the Company's business is related to IT service offerings to customers and the Company does not categorize its workforce as workers.				
5.	Other than Permanent Workers					
6.	Total Workers (4+5)					

b. Differently abled Employees and Workers

Differently Abled Employees

Sr. No.	Particulars	Total (A)	Male		Female		Others*	
			Number (B)	Percentage (B/A)	Number (C)	Percentage (C/A)	Number (D)	Percentage (D/A)
1.	Permanent Employees	29	25	86%	4	14%	0	0%
2.	Other than Permanent Employees	1	0	0	0	0	1	100%
3.	Total differently abled employees (1+2)	30	25	83%	4	14%	1	3%

* Others here means those employees whose gender is undisclosed.

Differently Abled Workers

Sr. No.	Particulars	Total (A)	Male		Female	
			Number (B)	Percentage (B/A)	Number (C)	Percentage (C/A)
4.	Permanent Workers	Not Applicable, the Company does not identify its workforce as workers				
5.	Other than Permanent Workers					
6.	Total differently abled workers (4+5)					

21. Participation/Inclusion/Representation of Women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	Percentage (B/A)
Board of Directors	7	3	43%
Key Management Personnel	3	2	67%

Note: There have been changes in the composition of Board of Directors during the year, which are detailed in the Board's Report. The number of Directors and KMPs given above is as on March 31, 2024.

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Particulars	FY 2023-24				FY 2022-23				FY 2021-22			
	Male	Female	Others*	Total	Male	Female	Others*	Total	Male	Female	Others*	Total
Permanent Employees	13.8%	16.2%	2.1%	14.1%	28.8%	30.8%	8.7%	28.6%	34.7%	37.3%	11.4%	34.3%
Permanent Workers	Not Applicable, the Company does not identify its workforce as workers											

* Others here means those employees whose gender is undisclosed.

V. Holding, Subsidiary and Associate Companies (including joint ventures):

23. (a) Names of holding/subsidiary/associate companies/joint ventures

Sr. No.	Name of the holding/ subsidiary/associate companies/ joint ventures (A)	Indicate whether holding/subsidiary/ associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Birlasoft Inc.	Subsidiary	100%	No
2	Birlasoft Sdn. Bhd.	Subsidiary	100%	No
3	Birlasoft Solutions Limited	Subsidiary	100%	No
4	Birlasoft Solutions France	Subsidiary	100%	No
5	Birlasoft Solutions Inc.	Subsidiary	100%	No
6	Birlasoft Computer Corporation	Subsidiary	100%	No
7	Birlasoft Solutions ME FZE	Subsidiary	100%	No
8	Birlasoft (UK) Limited	Subsidiary	100%	No
9	Birlasoft Solutions GmbH	Subsidiary	100%	No
10	Birlasoft Solutions Mexico, S.A. DE C.V.	Subsidiary	100%	No
11	Birlasoft Solutions Ltda.	Subsidiary	100%	No
12	Birlasoft Consulting, Inc.	Subsidiary	100%	No
13	Birlasoft Technologies Canada Corporation	Subsidiary	100%	No

Note: As on March 31, 2024, the Company has 13 subsidiaries, including step-down subsidiaries. The Company has two material subsidiaries, namely, Birlasoft Solutions Inc. & Birlasoft Inc.

VI. CSR Details:

24.	(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
	(ii) Turnover (in ₹)	26,445.27 million
	(iii) Net Worth (in ₹)	14,681.98 million

VII. Transparency and Disclosures Compliances:

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder Group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	Current Financial Year 2023-24			Previous Financial Year 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes. Grievances are solved at the community level through informal and participatory processes that involve the affected parties and NGO program managers. The dialogue is facilitated between both parties to help resolve grievances quickly, and amicably while preserving project objectives and expected outcomes. The unresolved grievances are escalated at the corporate level for resolution.	Nil	Nil	Complaints are addressed on spot	Nil	Nil	Complaints are addressed on spot
Shareholders	Yes. The Company provides adequate mechanism to address the grievances of the shareholders. There is a dedicated e-mail ID: grievances@birlasoft.com for redressal of shareholders' grievances. For speedy redressal of grievances & for other requests pertaining to share transfers, correspondence relating to shares, dividend; the details of Compliance Officer & the Registrar & Transfer Agent ("RTA") are available on https://www.birlasoft.com/company/investors . In case of further dispute against the Company and/or RTA on delay or default in processing shareholders' request, the member may raise grievances/complaints/disputes as per the process provided on the website of Company at https://www.birlasoft.com/sites/default/files/resources/downloads/investors/information-to-members-dec-2023.pdf .	1	Nil	All complaints were satisfactorily resolved	6	Nil	All complaints were resolved satisfactorily
Employees and workers	The Company has adopted the Whistle Blower Policy that lays down the principles and standards governing the actions of the Company and its employees. It encourages all its stakeholders to communicate and raise any behavior or practice, they may be aware of and suspect to be unethical, illegal, or otherwise inappropriate and harmful to the Company. Birlasoft is committed to undertaking a prompt examination of any concern or issue raised by employee. The employee who wishes to raise a concern can do so by writing to internal grievance mailbox at grievanceredressal@birlasoft.com . Also, the employees can reach out for any issues related to workplace at the email id- workplacesafety@birlasoft.com	9	2	The pending complaints will be resolved as per the process	4	1	All complaints were resolved within the stipulated timelines

Stakeholder Group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	Current Financial Year 2023-24			Previous Financial Year 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Customers	The customer complaints are technology specific and get resolved at the appropriate level through the defined resolution process, at time of delivery of the Services/Software before contract closure.	16	0	All complaints resolved	13	0	All complaints resolved
Value Chain Partners	Birlasoft has a Supplier Conduct Guidelines and Procurement and Supplier Management Policy. As per the Guidelines, suppliers may report any unethical activity anonymously to the Birlasoft team during the quarterly business review meeting with the supplier.	Nil	Nil	-	Nil	Nil	-

The Policies are available on the website at - <https://www.birlasoft.com/company/investors/policies-reports-filings>.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial Implications of the risk or opportunity (Indicate positive or negative implications)
1.	Data Privacy and Cyber Security	Risk	Risk: Data privacy and cybersecurity are major global concerns, with legislation like GDPR, CCPA, and equivalents imposing severe consequences for non-compliance. Ensuring data privacy across the information life cycle is critical. As companies adopt new technologies like mobile computing, IoT, and cloud computing, cybersecurity becomes a crucial risk, with threats including targeted attacks, ransomware, malware, and data leakage.	The Company employs a robust information security management system to mitigate data privacy and cybersecurity risks. It maintains governance mechanisms for regular evaluation of the privacy program's effectiveness. Cutting-edge data-security measures are in place, including PII Repositories, Privacy Impact Assessment, Incident Management Procedures, Breach Notification Management, and Subject Access Request Management. External assessments ensure compliance with global regulations, supported by ISO/IEC 27701:2019 certification. Periodic reviews ensure sustained ISO 27001:2013 certification and external third-party validation of compliance with the NIST Cyber Security framework.	Negative: Any violation, non-compliance, or inadequacy in privacy policies and procedures can lead to potential liabilities, penalties, and reputational damage. Cyber-attacks breaching our information network or failure to protect sensitive information of the Company's stakeholders in line with applicable laws may impact our operations or incur significant regulatory penalties, posing legal and reputational risks for Birlasoft.
2.	Customer Engagement and Satisfaction	Risk & Opportunity	Opportunity: The Company prioritizes growth by leveraging its portfolio of top multi-service accounts, emphasizing client management, cross-selling, and revenue generation through business transformation. The Company ensures not only sustained growth, but also lasting partnerships built on trust and value delivery.	The Company is expanding its service technology offerings to align with customer business needs, fostering annuity revenue and long-term client relationships. Additionally, it actively assesses strategic partnerships to manage competition, enhance technological capabilities, and facilitate organic growth.	Positive: The profitability of the Company is significantly influenced by consumer retention and happiness. Better business opportunities for growth and expansion can also result from improved customer satisfaction.

Sr. No.	Material issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial Implications of the risk or opportunity (Indicate positive or negative implications)
			<p>Risk:</p> <p>The Company's strategy is to focus on a select number of industry verticals, geography, customers, and offerings, with a possibility of business being concentrated in a particular area with consequential volatility.</p>	<p>Birlasoft employs a Voice of Customer (VOC) process to gauge customer perception of its deliverables and services. This process operates at both the project and engagement levels, with reviews conducted every six months. The goal is to maintain a VOC score of 4 or higher on a scale of 5, ensuring quality products and services for a positive customer experience. Customer feedback is collected and analyzed to identify actionable insights, with progress tracked to enhance VOC ratings over time.</p>	<p>Negative: In absence of continued customer service and engagement, customers can lose trust in Birlasoft's reliability to provide proposed quality service and will have adverse impact on growth of business</p>
3.	Talent Attraction, Retention and Development	Risk & Opportunity	<p>Risk:</p> <p>The nature of the IT services business mandates the Company to recruit and retain professionals with requisite skill sets, adequate to meet customer demands and in alignment of Company's long-term business strategy.</p> <p>Opportunity:</p> <p>Birlasoft cultivates a culture of equality, self-awareness, authenticity, and accountability, emphasizing gender and cross-cultural diversity. Through initiatives like BCares, BEngaged, and STAR, the Company showcases its values and culture of employee care and appreciation, positively impacting talent attraction and retention.</p>	<p>The Company maintains an effective talent acquisition function, strategizing to attract skilled professionals from diverse talent pools and sources. Working closely with business managers, the talent acquisition team implements a rigorous selection process to identify suitable candidates. Additionally, the Company prioritizes learning and development, providing a comprehensive training infrastructure for continuous skill enhancement and competency development across the organisation. The Learning and Development team also addresses any project-specific skilling requirements as needed.</p> <p>To mitigate risks and maintain business continuity, the Company dedicates considerable effort to identifying critical roles and conducting succession planning. This involves a thorough talent review process enabling leadership to identify development areas, role enhancements, and succession opportunities for key talent.</p>	<p>Negative:</p> <p>Insufficient or inadequately skilled resources, along with delays or absence of necessary resources, may lead to missed business opportunities or customer delivery escalations.</p> <p>Positive:</p> <p>Birlasoft values and respects its employees, offering fair opportunities for growth and development. This approach boosts creativity, productivity, and overall business performance. The Company also focuses on nurturing long-term and high-potential employees, including promoting gender diversity, to prepare them for senior roles.</p>
4.	Diversity, Equity, and Inclusion	Risk & Opportunity	<p>Risk:</p> <p>A lack of diversity and inclusion within the organization can hinder productivity and innovation, as diverse teams bring varied perspectives that contribute to building better solutions. Moreover, insufficient inclusion may impede teams' ability to respect differences and engage in meaningful collaboration.</p> <p>Opportunity:</p> <p>Birlasoft has made deliberate and continuous effort to create and sustain a culture of equality, self-awareness, authenticity, and accountability in the realm of gender, cross-cultural diversity, persons with disabilities and LGBTQ+ inclusion.</p>	<p>Birlasoft have a DEI charter with focus on affirmative hiring, sensitization, and development. To ensure the culture of Diversity, Equality, and Inclusion the Company has various sensitization platforms for propagating our focus on DEI and unconscious bias training with a target to cover all employees by FY 2025. Enhance Combined PWD+ Veterans diversity to 1%.</p>	<p>Positive:</p> <p>Birlasoft is committed to increase gender diversity from 24% to 28% in FY 2023-24 and 30% by FY2025.</p> <p>Birlasoft won 'Growth Diversity Award' by Synchrony for enhancing gender diversity by 5% across the year 2022-2023.</p>

Sr. No.	Material issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial Implications of the risk or opportunity (Indicate positive or negative implications)
5.	Climate Change and Energy Management	Risk & Opportunity	<p>Risk:</p> <p>Climate change poses both physical and transition risks to our industry, impacting customer behavior, disrupting Company operations, and affecting infrastructure and supply chains. These risks also extend to the welfare of our staff and corporate strategy. Additionally, data centers, significant energy consumers and carbon emitters, contribute to environmental concerns. Birlasoft has identified three key areas of energy consumption: air conditioning (40%), computers and servers (38%), and utility usage (22%).</p> <p>Opportunity:</p> <p>Birlasoft continues to invest in building functional capabilities (Digital, Digital Analytics, Platforms, etc.) in desired verticals with swiftness and agility.</p>	<p>Birlasoft has implemented several mitigation strategies to address climate change and energy management risks. In line with its commitment to environmental sustainability, the Company has introduced Electric Vehicles (EVs) for its office transportation fleet to reduce diesel consumption. Additionally, Birlasoft has identified environment sustainability as a key focus area for Corporate Social Responsibility (CSR). Through Project Shodhan, a community initiative, the Company aims to significantly reduce pollution from crop stubble burning in 120 adopted villages of Punjab and Haryana by 2024. Furthermore, Birlasoft is dedicated to increasing its Renewable Energy (RE) share in the total energy mix by adopting the Power Purchase Agreement (PPA) model or sourcing power from solar parks located on the outskirts of its operational areas.</p>	<p>Negative:</p> <p>Extreme weather events like cyclones, heatwaves, and floods can disrupt our operations, leading to increased operational costs and lost business opportunities. Additionally, meeting environmental and CSR norms may incur higher operating expenses.</p>

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Ethics and Integrity	Sustainable Business	Employee Well-being	Stakeholder Inclusiveness	Human Rights	Environment Sustainability	Public Advocacy	Social Development	Customer Well-being
Policy and Management Processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes*	Yes*	Yes	Yes*	Yes*	Yes*	Yes	Yes*
c. Policies covered under each principle and web-link of the Policies, if available	1. Code of Business Ethics and Conduct Policy 2. Whistle Blower Policy	Procurement and Supplier Management Policy#	1. Environment, Occupational Health and Safety (EOHS) Policy 2. Global Diversity and Inclusion (DE&I) Policy 3. Procurement and Supplier Management Policy# 4. Grievance Redressal Policy# 5. POSH Policy 6. Equal Opportunity Employer Policy#	Corporate Social Responsibility (CSR) Policy	1.POSH Policy 2. Human Rights Policy 3. Equal Opportunity Employer Policy# 4. Whistle Blower Policy	1. Environment, Occupational Health and Safety (EOHS) Policy 2. Energy Management Policy# 3. Water Management Policy# 4. Waste Management Policy#	Code of Business Ethics and Conduct Policy	Corporate Social Responsibility (CSR) Policy	Policies on Intranet 1. Cloud Security Policy# 2. Data Protection Policy# 3. Information Security Policy# 4. Privacy Policy# 5. Information Security Awareness and Training Policy#
2. Whether the entity has translated the policy into procedures? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 14001:2015 – Environment Management System ISO 45001:2018 – Occupational Health and Safety Management System ISO 27701:2019 – Privacy Information Management System ISO 27001:2013 – Information Security Management System ISO 9001:2015 – Quality Management System ISO 20000:2018 – Information Technology Service Management System								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Ethics and Integrity	Sustainable Business	Employee Well-being	Stakeholder Inclusiveness	Human Rights	Environment Sustainability	Public Advocacy	Social Development	Customer Well-being
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	The Company is actively developing specific commitments, goals and targets that align with the nine principles with regards to ESG and overall business development and growth. Moreover, the Company has identified the below goals and has started working towards it. The progress on these goals shall be disclosed in the next reporting year. 1. To reduce carbon footprint of the Company by adopting energy efficiency initiatives. 2. Transition to renewable energy solutions and clean technology. 3. Create employee awareness on mental wellbeing and overall health and safety. 4. Achieving zero discharge through water conservation and wastewater treatment initiatives. 5. Enhancing gender diversity across levels i.e., increase overall gender diversity to 30% by FY 2025 and 100% employees to be sensitized and trained on overcoming unconscious bias in the workplace by FY 2025.								
6. Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	Birlasoft has witnessed steady progress against the set Environmental, Social and Governance (ESG) goals and targets during the reporting period, as result of its innovative solutions, technological improvements, social improvements, commitment towards ethical business and regulatory compliances. The Company has been recognized for its focused achievement and efficient initiatives, pro-active implementation of action items that have been outlined by internal and external audit teams as process improvements. All these initiatives cumulatively have resulted in positive outlook for Company's future as a sustainable and responsible business in the software and services industry, at the global level.								
Governance, leadership, and oversight									
7. Statement by the director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	We are delighted to present our Business Responsibility and Sustainability Report (BRSR) for the financial year April 1, 2023 to March 31, 2024 (FY 2023-24). Birlasoft has diligently compiled this report to highlight our commitment to sustainability and responsible business practices. We are committed to continuing the CK Birla Group's 161-year heritage of building sustainable communities. Birlasoft's consultative and design thinking approach helps customers run businesses and, in turn, makes societies more productive. Birlasoft combines the power of domain, enterprise, and digital technologies to reimagine business processes for its customers and its ecosystem. Our ESG vision guides us towards becoming a well-governed organization that values diverse talent and fosters an inclusive workplace and community. We believe in leveraging technology and aligning our strategies to create positive impacts on society and the environment. As we embark on our journey towards sustainable business practices, we remain steadfast in our pursuit of excellence and responsibility in all aspects of our operations. In addition to the BRSR, a separate sustainability report for FY 2023-24 will be published, providing further insights into our sustainability strategy implementation and performance against commitments and goals.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies)	Name: Angan Guha Designation: CEO & Managing Director								
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If "Yes", provide details	The Board of Directors have the onus to review and oversee the Environmental, Social and Governance (ESG) risks and opportunities. However, the Board has entrusted powers to the Risk Management Committee (RMC) to oversee ESG related risks, in addition to business, geopolitical, and other operational related risks while formulating the risk management framework. In addition, the ESG Committee is constituted internally to oversee ESG related risks, threats, and opportunities while formulating the business strategy and overall risk enterprise management framework.								

* Most of the policies in respect of the aforesaid principles have been approved by the Board and some the policies have been approved by the CEO & Managing Director who is entrusted by the Board to approve the business relevant policies. The remaining policies are internal policies, which have been approved by the concerned Department Heads. The policies which have been approved by the Board can be viewed on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings> and the remaining policies are internal documents and are available on intranet for all employees.

Indicate policies that are approved by the leadership team of Birlasoft and not by the Board of Directors.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/ Any Other-please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Policies and procedures are periodically reviewed by the Board/Board Committees/Functional Heads, as and when applicable.									Annually/Half-Yearly/Periodically								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	We comply with all the applicable laws of land where we operate in. The compliance with statutory requirements is reviewed by the Board/Board Committees/Functional Heads of the Company on a periodic basis.																	

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If “Yes”, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
Birlasoft has not carried out independent assessment of its policies through an external agency.								
However, all Company policies are regularly reviewed and updated by respective functional heads, followed by the Board/Board Committees, as and when need arises due to external environment changes or geopolitical scenarios.								

12. If Answer to Question (1) above is “NO”, i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent, and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year 2023-24:

Segment	Total number of training and awareness programs held	Topics/Principles covered under training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	7	Training and capacity on ESG landscape, regulatory requirements, and Birlasoft performance and strategy. Various Board meetings held during the year covering Company’s business strategy, governance, ethics, growth trajectory, business expansion, sustainability plans, governance framework and financial performance/review.	100%
Key Managerial Personnel (KMP)	13	Birlasoft’s mandatory trainings, Technical, Leadership, and Process Training, Code of Conduct and Anti Bribery & Anti-Corruption, Enterprise Risk Management at Birlasoft, Information Security Awareness, Prevention of Sexual Harassment, Prevention of Insider Trading, Privacy Training Certification.	100%
Employees other than BoD and KMPs	2,773	Technical Training (Generative AI, AWS Cloud Technical Essentials, AWS Fundamentals: Building Serverless Applications & Containerized Applications on AWS); Power Skills Training (Work Smarter, Not Harder: Time Management for Personal & Professional Productivity, Lesson Small Talk & Conversational Vocabulary, Business English: Networking & Business Storytelling); Mandatory Training (Code of Business Ethics and Conduct, POSH, Information Security Awareness & Privacy Training Certification); Leadership Training (Essentials of Customer Interactions, Business Writing, Competency Based Interviewing Skills, Communication Strategies for Hybrid Workplace); Domain Training (MFG Learning Lounge with Paul - Semiconductor Manufacturing, MFG Learning Lounge with Paul - EV Value Chain, LSS : Life Sciences Domain Introduction - Level 1 & BFSI KYC Sessions); Project Management Training (Agile Scrum Essentials, Agile Fundamentals, SAFe Agile Overview & Project Management: Foundations and Initiation); Functional Training (Lean and Automation, Risk Management, TechXchange - Execution and standardization of AMS projects (MFG) & Procurement & Sourcing Introduction); and Process Training (SkillFolio, BE Induction – All Employees, Secure SDLC Training (0923) & CMMI Overview).	98%
Workers	Not Applicable. There are no workers in Birlasoft.		

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format:

(Note: the entity shall make disclosures based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website)

Monetary

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (in ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine					
Settlement			Nil		
Compounding Fee					

Non-Monetary

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment				
Punishment			Not Applicable	

3. Of the instances disclosed in Question 2, above detail of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
Not Applicable since no cases of non-compliances registered for Birlasoft Limited.	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide web-link to the policy.

Yes, Birlasoft has released anti-corruption and anti-bribery policy disclosed on the website of the Company at <https://www.birlasoft.com/sites/default/files/resources/downloads/investors/anti-bribery-anti-corruption-2023-24.pdf>. Birlasoft takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly, and with integrity in all our business dealings and relationships wherever we operate. We implement and enforce effective systems to counter bribery.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	Current Financial Year 2023-24	Previous Financial Year 2022-23
Directors		
Key Managerial Personnel (KMPs)	Nil	Nil
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	Current Financial Year 2023-24		Previous Financial Year 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

During the FY 2023-24, there was no instance of corruption nor bribery, therefore, no corrective action was required.

8. Number of days of accounts payables ((Accounts payable*365)/Cost of goods/services procured) in the following format:

	Current Financial Year 2023-24	Previous Financial Year 2022-23
Number of days of accounts payables	84	89

9. Open-ness of Business:

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	Current Financial Year 2023-24	Previous Financial Year 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of the total purchases		
	b. Number of trading houses where purchases are made from	Not Applicable, Birlasoft does not engage in export or import via trading houses	
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers/distributors as % of total sales		
	b. Number of dealers/distributors to whom sales are made	Not Applicable, Birlasoft is in service sector industry	
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors		
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	2%	3%
	b. Sales (Sales to related parties/Total Sales)	86%	85%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	48%	17%
	d. Investments (Investments in related parties/Total Investments made)	30%	49%

Leadership Indicators

1. Awareness programmes conducted for the value chain partners on any of the principles during the financial year 2023-24:

Total number of awareness programmes held	Topics/Principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
2	Vendor engagement and capacity building of suppliers/vendors on ESG landscape and sustainable business practices.	20%*

* The training on sustainability issues was restricted to Business-Critical Suppliers of Birlasoft Limited.

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No).

If "Yes", provide details of the same.

At Birlasoft, the Company receives periodic and ongoing declarations from its Board members, on the entities they are interested in and ensures requisite approvals, as required under the statute as well as the Company's policies, are in place before transacting with such individuals and entities.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year 2023-24	Previous Financial Year 2022-23	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	93%	9%	Energy Efficiency Initiatives: <ol style="list-style-type: none"> 1. Replacement of HVAC system with more efficient VRF system. 2. Replacement of CFL with LED lighting for improving energy efficiency. 3. Modular UPS replaced with conventional unit in Pune office SDB2 and PAC unit in SDB2 UPS and battery room. Water Conservation Initiatives: Birlasoft has implemented CAMUS-SBT (Continuous Advanced Multistage System – Soil Biotechnology) sewage treated plant which is a unique innovation to treat sewage water using terrestrial ecology for optimum utilization of water.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No). Yes

b. If “Yes”, what percentage of inputs were sourced sustainability?

Responsible sourcing is becoming an area of focus for Birlasoft, and the Company is committed to conduct its business with the highest standards of ethics and integrity and expects the same level of commitment from its business partners i.e., suppliers, contractors, and consultants. The ‘Suppliers Conduct Guidelines’ mandates following ethical standard requirements from its suppliers:

- Labor Force, Employment Laws, and Non-Discrimination
- Payment of statutory dues such as PF, ESI, etc.
- Focus on supplier diversity
- Compliance with Environmental Laws, Environmental Permits, and Product Safety and Health Laws
- Intellectual Property and Confidential Information
- Cyber Security, Confidential Information and Data Privacy
- Equipment and Information Security
- Integrity of Business Records and Compliance with Accounting Procedures
- Laws Relating to Government and Regulatory Agencies and Dealings with public officials, competition laws, Antiboycott, Export Control and Anti-Corruption Laws and Conflicts of Interest.

At Birlasoft, while onboarding strategic suppliers, the above-mentioned factors are rigorously reviewed as part of supplier due diligence checklist by our supplier management team. The onboarded suppliers digitally acknowledge Birlasoft’s Group Supplier Conduct Guidelines, whereby they conform to comply with the laid down obligations mentioned in the Guidelines. As a result of these practices, 100% of the inputs are sourced sustainably at Birlasoft and as a step towards sustainability in logistics and transportation, the Company has sourced electric vehicles for day-to-day transport operations in partnership with an industry pioneer in this domain to reduce its carbon emissions in transport activities.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life for: (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) Other waste.

Birlasoft is an IT Service provider Company and its nature of business does not manufacture products that can be reclaimed at end-of-life, therefore, question is not applicable.

The Company acknowledges its commitment towards waste management and all the waste generated in operation is safely disposed to authorized vendors for either recycling/reuse or safe disposal as per the respective State Pollution Control Board (SPCB) guidelines and standards.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes/No).

- If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?
- If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is not applicable to Birlasoft business operations, as the Company is neither manufacturing products nor engages in packaging business; it is an IT Software Company.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessment (LCA) for any of its products (for manufacturing industries) or for its services (for service industry)? If yes, provide details in the following format:

NIC Code	Name of Product/ Service	% of Total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide web-link.
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Not Applicable to Birlasoft Limited, as it is an IT Company.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action-taken to mitigate the same.

Name of Product/Service	Description of the risk/concern	Action Taken
Birlasoft is in IT service sector and does not manufacture products; therefore, it has not undertaken Life Cycle Assessment (LCA). However, the Company acknowledges its commitment towards environment responsibility and most categories of waste are appropriately disposed with authorized vendors for reuse/recycling, and safe disposal as per the applicable regulatory requirements.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	Current Financial Year 2023-24	Previous Financial Year 2022-23

Not Applicable, the nature of business of the Company is to provide IT services to clients. The Company is not engaged in manufacturing of goods.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Not Applicable, the nature of business of the Company is to provide IT services to clients. The Company is not engaged in manufacturing of goods.					
E-Waste						
Hazardous Waste						
Other Waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate Product Category	Reclaimed products and their packaging materials as % total products sold in respective category
Not Applicable to Birlasoft Limited, as being an IT services Company, the Company does not manufacture products nor packaging materials.	

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	8,504	8,504	100%	8,504	100%	-	-	8,504	100%	-	-
Female	2,791	2,791	100%	2,791	100%	2,791	100%	-	-	-	-
Others*	37	37	100%	37	100%	-	-	-	-	-	-
Total	11,332	11,332	100%	11,332	100%	2,791	25%	8,504	75%	-	-
Other than Permanent Employees											
Male	890	Not Applicable. The benefits are provided by third-party, hence, the details are not available.									
Female	410										
Others*	251										
Total	1,551										

*Others here means those employees whose gender is undisclosed.

1. b. Details of measures for the well-being of Workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	Not Applicable, the Company does not identify its workforce as workers										
Female											
Total											
Other than Permanent Workers											
Male	Not Applicable, the Company does not identify its workforce as workers										
Female											
Total											

1. c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	Current Financial Year 2023-24	Previous Financial Year 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	2%	1%

2. Details of retirement benefits, for Current FY 2023-24 and Previous FY 2022-23

Benefits	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	No. of employees covered as % of total employees	No. of workers covered as % of total workers	Deducted and deposited with the authority (Yes/No/N.A.)	No. of employees covered as % of total employees	No. of workers covered as % of total workers	Deducted and deposited with the authority (Yes/No/N.A.)
PF	100%	Not Applicable	Yes	100%	Not Applicable	Yes
Gratuity	100%		N.A.	100%		N.A.
ESI	100%*		Yes	100%*		Yes

*Eligible employees

3. Accessibility of Workplaces:

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

If "Not", then whether any steps are being taken by the entity in this regard.

Yes, the premises/offices of Birlasoft are accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016. Our offices have been designed with a strong emphasis on inclusivity and accessibility, as the office spaces are equipped with wheelchair parking areas, height-adjustable workstations, and access ramps at entrances.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, please provide the web-link of the policy.

Birlasoft believes in being an 'equal opportunity employer, where all qualified applicants will receive consideration for employment based on merit without regard to race, color, religion, gender, sexual orientation, gender identity or expression, age, nationality, disability status, genetic information, veteran status, or any other characteristic protected by law'. The Company intends to apply this Equal Opportunity Employer (EOE) Policy consistently throughout the period of employment of the individual right from the recruitment process till retirement/separation.

The Equal Opportunity Employer Policy is available at: <https://www.birlasoft.com/sites/default/files/resources/downloads/investors/equal-opportunity-policy.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave for FY 2023-24.

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Male	100%	100%	Not Applicable, the Company does not identify its workforce as workers	
Female	100%	100%		
Total	100%	100%		

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief:

Permanent Workers	Not Applicable, the Company does not identify its workforce as workers
Other than Permanent Workers	
Permanent Employees	Yes, at Birlasoft we have mechanism for receiving and redressing various types of grievances of both permanent and other than permanent employees. Few of the mechanisms are: 1) Whistle Blower Policy and mechanism to raise any concern or grievance related to business ethics, integrity, or unfair business practices. The policy is available on the website of the Company. 2) POSH Policy and POSH complaint tool for handling all sexual harassment related grievances and complaints. This policy is as per the POSH Act and available on the website of the Company. 3) Grievance Redressal Policy: Employees can raise grievances related to their concern on the grievance portal. The grievances so raised are managed by the grievance handling team, who ensures that the grievances are addressed and resolved appropriately, and status is communicated to the aggrieved person. 4) Incident Management Tool: We also have an online incident management tool in ServiceNow where employees can raise their general incidents or service tickets or regular grievances related to salary, reimbursements, systems, software, facilities, infrastructure, transportation etc. This is also monitored and resolved by the concerned teams and resolution is provided to the aggrieved person. There is inbuilt escalation mechanism in case the issue is not resolved within timeframe.
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of Association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of Association(s) or Unions (D)	% (D/C)
Total Permanent Employees	There are no employee associations or unions recognized by the Company, as there has not been any such demand or interest expressed by any employee group for formation of any association or union.					
- Male						
- Female						
Total Permanent Workers						
- Female						

8. (a) Details of training given to employees and workers on "Health and Safety Measures"

Category	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Total (A)	Number (B)	% (B/A)	Total (C)	Number (D)	% (D/C)
Employees						
Male	8,504	-	-	8,484	-	-
Female	2,791	-	-	2,766	-	-
Others*	37	-	-	-	-	-
Total	11,332	7,153	63%	11,250	1,582	14.06%
Workers						
Male	Not Applicable, the Company does not identify its workforce as workers					
Female						
Total						

*Others here means those employees whose gender is undisclosed.

Note: The above data for employees pertains to 'permanent employees' only, as health and safety measures related training and Bcares Initiative of Birlasoft is provided to them; however, the break-up of male, female & others is not available.

(b) Details of training given to employees and workers on "Skill Upgradation"

Category	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Total (A)	Number (B)	% (B/A)	Total (C)	Number (D)	% (D/C)
Employees						
Male	8,504	8,147	96%	8,484	7,131	84%
Female	2,791	2,596	93%	2,766	2,297	83%
Others*	37	34	92%	-	-	-
Total	11,332	10,777	95%	11,250	9,428	84%
Workers						
Male	Not Applicable, the Company does not identify its workforce as workers					
Female						
Total						

* Data for 'Others' i.e., Undisclosed gender is available for the financial year 2023-24.

Note: The skill training data pertains to permanent employees, includes capacity building on technical, soft skill, and behavior training aspects.

9. Details of Performance and Career Development reviews of employees and workers:

Category	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Total (A)	Number (B)	% (B/A)	Total (C)	Number (D)	% (D/C)
Employees						
Male	9,394	8,143	87%	8,356	8,356	100%
Female	3,201	2,617	82%	2,726	2,726	100%
Others*	288	33	11%	46	46	100%
Total	12,883	10,793	84%	11,128	11,128	100%
Workers						
Male	Not Applicable, the Company does not identify its workforce as workers					
Female						
Total						

* Others i.e., Undisclosed gender is available for the financial year 2022-23 and financial year 2023-24.

Note: Performance review and career development feedback is undertaken for both permanent and other than permanent employees of Birlasoft through a formal and informal communication channel and feedback mechanism.

10. Health and Safety Management System:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No) If "Yes", then coverage of the system.	Yes, Our Head office at Pune location is certified with ISO 14001:2015 Environment Management System (EMS) and ISO 45001:2018 Occupation Health and Safety (OHS) Management System.
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis of the entity?	Birlasoft undertakes risk assessment as per ISO 45001 standards and has a Hazard Identification Risk Assessment (HIRA) template for identifying routine and non-routine risks and hazards.
c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/No)	Yes, employees can report such issues through feedback over mail or feedback over online Service tool (Service Now). In addition to this, for Pune location, an email ID: workplacesafety@birlasoft.com is available to report work related hazards, address their grievances, and remove themselves from any risk or hazard.
d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)	Yes, all employees have medical insurance which has tie ups with various hospitals in different localities.

11. Details of safety related incidents, in the following format:

Safety Incidents/Number	Category*	Current Financial Year 2023-24	Previous Financial Year 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	N.A.	N.A.
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	N.A.	N.A.
Number of fatalities	Employees	Nil	Nil
	Workers	N.A.	N.A.
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	N.A.	N.A.

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Birlasoft has an Environment, Occupational Health and Safety (EOHS) Policy which is based on ISO 14001:2015 and 45001:2018 standards and is committed to provide a safe and healthy work environment to all its associates, business partners and other stakeholders affected by Company's operation. The Company strives towards zero accident workplace, physical and emotional well-being, and safety of all stakeholders, which is achieved by implementing training, counseling, preventing, and risk-control programs. The section below highlights some key initiatives undertaken by Birlasoft to ensure safe and healthy workplace:

- 1. Finance related sessions** - BCares sessions are organized to aid employees understand the nuances of financial wellbeing and planning, which includes financial wellbeing programs as mentioned below:
 - Financial Wellness for Women: aimed at educating the female employees of all age groups on financial and retirement planning, thus helping them to take charge of their finances.
 - Session on Income Tax Returns Filing: This session focuses on awareness of the process and the avenues of ITR Filing along with a comprehensive tax return segment.
 - Financial Planning Module: focuses on planning finances and investments, exploring the power of compounding and diversification of investment portfolio to maximize wealth.
- 2. Focused session on Diabetes, Sleep Apnea** - Holistic sessions on Ergonomics, Joints Pain, Heart Health, Hepatitis, Cervical Cancer, Diabetes and Sleep Apnea have brought about awareness in terms of prevention and management of such conditions. These sessions were conducted in collaboration with the country's finest hospitals and senior medical professionals who helped employees by answering their questions.
- 3. Mental well-being including Counselling sessions** - to foster a culture of employee emotional well-being, mental health awareness month campaign, the workshop - barefoot counselling that aims at educating the leaders and managers to help their team members in times of distress and Regular Face-to-face sessions with counsellors have been organized. The response has been positive, where the employees appreciate the opportunity to be able to seek trustworthy, optimistic and sensitive advice.

13. Number of Complaints on the following made by employees and workers:

	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Filed during the year	Pending Resolution at the end of year	Remarks	Filed during the year	Pending Resolution at the end of year	Remarks
Working Conditions	Nil	Nil	-	Nil	Nil	-
Health & Safety	Nil	Nil	-	Nil	Nil	-

14. Assessments for the Year (2023-24):

	% of plants and offices that were assessed (by entity or statutory authorities or third party)
Health and Safety Practices	100%
Working Conditions	100%

Note: Birlasoft, Pune location is ISO 45001 certified from TUV-Nord.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risk/concerns arising from assessment of health and safety practices and working conditions.

During FY 2023-24, no such incident was recorded.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees; (B) Workers (Yes/No).

Birlasoft's GPA/GTL and Benevolent Fund have death coverage for its employee's basis the grade ranging from ₹ 10 lakhs to ₹ 2 crores. In addition, IKSHANA - Benevolent Fund provides support or assistance in form of education assistance, differential cost treatment of hospitalization before death, and support for major life-threatening medical exclusions from health insurance scheme for its employees.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

At Birlasoft, we have engaged external compliance partner, who audits all our manpower engaged vendors for their statutory and labor law compliances, including PF, ESIC, minimum wages etc. The compliance dashboard highlights level of compliance against various acts and laws and appropriate remedial or corrective action taken by the respective function(s), based on the audit findings.

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q 11 of Essential Indicators above), who have been/are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total Number of affected employees/workers		No. of employees/workers that are rehabilitated or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	Not Applicable, no injury was recorded in the reporting period.			
Workers				

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

At Birlasoft, currently there is no formal procedure for transition assistance to retiring employees, since we have a young workforce and count of retiring employees is not beyond 5 per year. For retiring employees, based on their expertise and business need the Company helps by extending their services on contract, post-retirement. For the terminated employees, the Company does not currently provide any assistance (The terminations are majorly on the grounds of disciplinary actions or violation of employment agreement).

5. Details on assessment of value chain partners (FY 2023-24):

	% of value chain partners (by value of business done with such partners) that were assessed
Health and Safety Practices	100%
Working Conditions	100%

Note: Birlasoft undertakes health and safety training and assessment of its on-site third-party partners or vendors deployed at their premises as per the requirement of ISO 45001.

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

No significant risk nor concern was identified; all its third-party vendors deployed at premises adhere to Birlasoft's health and safety norms and as per ISO 45001 requirements.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Identification of the primary and secondary stakeholders who are directly or indirectly affected by or interested in the CSR project is the first step in CSR project cycle. Primary stakeholders are those who have a direct stake in the project, such as customers, employees, suppliers, and local communities. Secondary stakeholders are those who have an indirect stake or influence, such as NGOs, governments, media, and investors. The process of NGO identification is based on the approval of CSR Committee, Request For Proposal ("RFP") is floated to the NGOs with shared values. NGO's credentials are validated in the due diligence process; all required approvals are must before onboarding NGO as vendor and required documentations are done before initiating the project. Analysis of the needs, expectations, and interests of the target beneficiaries are taken into consideration in Baseline survey, and the Company follows the approach of socially responsible investments through implementation agencies. While Birlasoft funds the project, the Company ensures that investments are optimally utilized, and verifications are done through utilization certificates, rigorous personal visits, and open communication with the community. Social development projects can have a better impact, qualitative and quantitative outcomes, and mass reach if done in collaboration. For this, the Company partners with organizations with shared values and objectives. The PPP model is what Birlasoft vouches for and has experienced success. The Company partners with Government, local bodies, sector experts, industry partners, and federations to implement socio-development projects. The Company follows a standardized project implementation process based on milestones, timelines, and outcomes. Birlasoft's strategy is based on the need and ends with the exit plan for the community, ensuring the continuity and sustainability of the intervention. The Company provides an application of required tools and techniques for behavioral change in the community for successful and sustainable project implementation.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable or Marginalized Group (Yes/No)	Channels of Communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	Annual General Meeting, Investor presentation, Press Release, Mails, Website, and Direct Communication	Quarterly and Annually	Business strategic investment, business growth and success stories, including sustainable business practices and performance, CSR activities, and Company's financial performance.
Shareholder(s)	No			
Customers (Customer PM, DM, AM)	No	Weekly Status Report (WSR)	Weekly, Monthly & Quarterly	Mentioning the current progress, performance & update as agreed in Kick-off meeting highlighting the Risk, Issues and Support required.
Customer Leads/Manager, Sub-Vertical Head /Vertical Head, AM, HBU SPOC, DM, PM	No	Monthly Business Review (MBR)	Monthly	Current program status and customer feedback including satisfaction level.
Engagement Manger/CIO/ Vendor Manager, VBU Head, HBU Head, Cross Functional team, Sales Head, DM/ Sub-Vertical Head	No	Quarterly Business Review (QBR)	Quarterly	Engagement Level Status, feedback, and satisfaction level.
Implementing Agency (NGO)	No	Mails, online and offline Meetings	Continuous	Project governance, milestones achieved, challenges during project implementation and remedial measures.

Stakeholder Group	Whether identified as Vulnerable or Marginalized Group (Yes/No)	Channels of Communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Communities	Yes	Online and offline connects, emails, Phone calls, collaterals, printed materials, workshops, door-to-doors visits, announcements	Continuous	Change management, behavioral change, impact assessment, Grievance redressal, mentoring, trainings, and governance.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The responsibility for engaging and seeking feedback from stakeholders on addressing Environmental, Social and Governance (ESG) topics is assigned to various departmental heads and senior management personnel within our organization. The heads and personnel are further tasked with ensuring ongoing communication and relationship building with stakeholders on various sustainable issues across diverse geographical locations, industries, and range of services. Our sphere of material concerns is intricate and multifaceted, closely linked with the decisions we make and the value we aim to generate through our business activities, and we regularly prioritize key issues within the realms of environmental sustainability, social responsibility, and corporate governance, and proactively plan for them through stakeholder engagements.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topic? (Yes/No)

If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Birlasoft values the feedback and insights of its internal and external stakeholders; as part of material assessment exercise, the Company sought feedback and opinion from its stakeholders to identify the ESG material topics impacting the Company.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

As a responsible corporate citizen, Birlasoft believes in contributing to social and economic development on a regular basis. Birlasoft is committed to society at large and encourages its employees to serve the community in need and give back to society through various developmental activities designed around thematic areas of women and child development and environment sustainability (including natural calamities). Birlasoft aims to create a need-based, sustainable, community-driven model for its CSR initiatives. Identification of the primary and secondary stakeholders who are directly or indirectly affected by or interested in the CSR project is the first step in CSR project cycle. The process of NGO identification is based on the approval of CSR Committee, Request For Proposal (RFP) is floated to the NGOs with shared values. NGO's credentials are validated in the due diligence process; all required approvals are must before onboarding NGO as vendor and required documentations are done before initiating the project. Analysis of the needs, expectations, and interests of the target beneficiaries are taken into consideration in Baseline survey, and the Company follows the approach of socially responsible investments through implementation agencies. Social development projects can have a better impact, qualitative and quantitative outcomes, and mass reach if done in collaboration, therefore, Birlasoft has partnered with Government, local bodies, sector experts, industry partners, and federations to implement socio-development projects.

Principle 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
Employees						
Permanent	11,332	11,130	98%	10,201	10,201	100%
Other than permanent	1,551	124	8%	1,049	1,049	100%
Total Employees	12,883	11,254	87%	11,250	11,250	100%
Workers						
Permanent	Not Applicable, as the Company does not identify its workforce as workers					
Other than permanent						
Total Workers						

2. Details of minimum wages paid to employees and workers, in the following format:

Category	Total (A)	Current Financial Year 2023-24				Total (A)	Previous Financial Year 2022-23			
		Equal to Minimum Wage		More than Minimum Wage			Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	The minimum wage notification as released by the authorities is shared with our Compensation and Benefits ("C&B") function, who in turn checks salaries of all our employees to ensure that the salary is above the stipulated minimum wages. In case the salary is found to be less than the minimum wages for any employee, the C&B function revises the salary in accordance with the revised wages. For contractors, the minimum wage payment is checked by our compliance partner.									
- Male										
- Female										
Other than Permanent										
- Male	Not Applicable, as the Company does not identify its workforce as workers									
- Female										
Other than Permanent										
- Male										
- Female	Not Applicable, as the Company does not identify its workforce as workers									
Other than Permanent										
- Male										
- Female										

3. Details of remuneration/salary/wages, in the following format for FY 2023-24:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category (₹ in million)	Number	Median remuneration/salary/wages of respective category (₹ in million)
Board of Directors (BoD)				
- Executive Directors	1	12.00	-	-
- Non-Executive Directors	3	N.A.	3	N.A.
Key Managerial Personnel (KMP)	1	12.00	2	14.50
Employees other than BoD and KMP	9,394	1.66	3,201	1.20
Workers	Not Applicable, as the Company does not identify its workforce as workers			

Notes:

- There have been changes in the composition of Board of Directors during the year, which are detailed in the Board's Report. The number of Directors and KMPs given above is as on March 31, 2024.
- KMP includes the Executive Director. Hence, the same figure has been repeated.
- To provide a fair interpretation of the median, the annual Cost to Company (CTC) has been considered and not actual payout during the year, which could vary on account of several reasons, for instance, perquisite value on account of ESOPs allotment.
- Non-Executive Directors received no remuneration, except sitting fee for attending Board/Committee meetings and an annual commission. Hence these details are not applicable.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	Current Financial Year 2023-24	Previous Financial Year 2022-23
Gross wages paid to females as % of total wages	20.69%	20.79%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. Birlasoft has set up an internal complaints committee, known as 'Secure Workplace Council,' to address harassment issues at workplace, that has a minimum of four members and the Head of the Council is a senior employee. The Council seeks assistance from external bodies who are associated with the cause of workplace safety & security/legal experts during investigation, wherever the council deems it necessary or as required under the law of the land, for the purpose of advice and investigation. Such external bodies/experts must be associated in the field of working on social safety/empowerment or matters dealing with welfare of people, especially in support of women.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The details of the Secure Workplace Council members are available on Company's intranet portal and at the notice boards. An associate can reach out to the council at e-secure@birlasoft.com for submitting his/her complaint. An associate must report any incident of threat or harassment or grievance to either location HR SPOC or write to the Council as soon as the incident has occurred, but not later than 90 days of the incident. The complaint also may be sent in writing duly signed and dated, addressed to the Head of Secure Workplace Council at the Corporate Office of Birlasoft. If an employee is unable to make a complaint on account of physical/mental incapacity or death, the employee's legal heir or any other person prescribed or who has full knowledge of the incident can submit a complaint on behalf of the employee.

6. Number of Complaints on the following made by employees and workers:

	Current Financial Year 2023-24			Previous Financial Year 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	2	0	Complaints received and closed appropriately as per the POSH Policy.	4	1	Complaints received and closed appropriately as per the POSH Policy.
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour/ Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	Current Financial Year 2023-24	Previous Financial Year 2022-23
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	2	4
Complaints on POSH as a % of female employees/workers	0.1%	0.1%
Complaints on POSH upheld	2	2

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Secure Workplace Council ensures that the particulars of the affected parties are maintained strictly confidential, especially of the complainant (of both the parties). It also ensures that a congenial work environment is maintained and followed by both the parties even after the incident in case strict disciplinary action is not taken against the accused (i.e., if services are not terminated). The Council and HR also ensure that the complainant is not harassed or victimized in any way by anybody in the Company for having made the complaint. When an associate formally raises a grievance on the system, confidentiality to the utmost will be respected for all the parties and will remain the basic expectation from all parties. Those intruding confidentiality can be reprimanded basis the severity. The respective investigating committee will investigate any concerns raised by any associate and will take appropriate action under the circumstances and as guided by contract or policies up to and including termination of employment. If inappropriate behavior or conduct is substantiated as per the investigation, then the consequences may vary based on the severity as mentioned below-

- Verbal counselling
- Additional trainings
- Reprimand - Warning letters
- Reverse Reprimand
- Impact on performance appraisal output and/or financial benefits
- Termination of employment including impact on any possibilities of rehiring

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, Human Rights aspects are covered as part of the Birlasoft Group Supplier Conduct Guidelines which is accepted by the suppliers during the vendor onboarding process. By signing the Supplier Conduct Guidelines, suppliers are expected to comply with all the applicable laws, regulations and Birlasoft's requirements mentioned in the Guidelines.

10. Assessments for the FY 2023-24:

	% of plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/Involuntary Labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

Note: The Company through its statutory compliance audit and internal audit process ensures assessment of its locations on the sub-heads of human right related themes.

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.

Birlasoft ensures ethical and responsible business practices and continuously updates its Code of Business Ethics and Conduct Policy and Human Rights Policy as applicable.

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

Birlasoft has not recorded any instances necessitating modifications to the current processes.

2. Details of the scope and coverage of any Human Rights due-diligence conducted.

No, Birlasoft has not undertaken any human rights due diligence.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, the premises/offices of the entity are accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016. Our offices have been designed with a strong emphasis on inclusivity and accessibility, as the office spaces are equipped with wheelchair parking areas, height-adjustable workstations, and access ramps at entrances.

4. Details on assessment of Value Chain Partners:

	% of value chain partners (by value of business done with such partners) that were assessed:
Sexual Harassment	100%
Discrimination at workplace	100%
Child Labour	100%
Forced/Involuntary Labour	100%
Wages	100%

Note: Birlasoft undertakes quarterly vendor audit to check the compliance status of its vendors, especially the business-critical vendors, and during the period July-September 2023, 24 vendors/suppliers underwent audit, encompassing human rights related topics.

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessment at Question 4 above.

During the quarterly vendor audit, neither major nor significant risks were identified by the Company.

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

(in terms of Giga Joules - GJ)

Parameter	Current Financial Year 2023-24 [#]	Previous Financial Year 2022-23 [*]
From Renewable Sources		
Total Electricity Consumption (A)	2,735	1,761
Total Fuel Consumption (B)	-	-
Energy consumption through Other Sources (C)	-	-
Total Energy Consumption from renewable sources (A+B+C)	2,735	1,761
From Non-Renewable Sources		
Total Electricity Consumption (D)	17,805	15,518
Total Fuel Consumption (E)	8,245	1,020
Energy consumption through Other Sources (F)	-	-
Total Energy Consumption from non-renewable sources (D+E+F)	26,050	16,538
Total energy consumed (A+B+C+D+E+F)	28,785	18,299
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	0.0000011	0.00000076
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP)	0.0000244	0.0000168
Energy intensity in terms of physical output (Total Energy/Total Employees)	2.2343	1.6266

* Data for Pune location only i.e., owned premises for FY 2022-23

[#] Data for all locations (owned and leased premises) for FY 2023-24

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve, and Trade (PAT) Scheme of the Government of India? (Yes/No)

If yes, disclose whether targets set under the PAT Scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable to Birlasoft as the Company's nature of business is IT service offering to clients and not manufacturing of goods.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Current Financial Year 2023-24 [#]	Previous Financial Year 2022-23 [*]
Water withdrawal by source (in kilolitres- Kl)		
(i) Surface Water	0	0
(ii) Groundwater	0	0
(iii) Third party Water: Municipal Water	32,589	15,252
(iv) Seawater/Desalinated water	0	0
(v) Others (Tanker water and bottled drinking water)	3,033	0
Total volume of water withdrawal (in KL) (i + ii + iii + iv + v)	35,622	15,252

Parameter	Current Financial Year 2023-24 [#]	Previous Financial Year 2022-23 [*]
Total volume of water consumption (in kilolitres)	31,902	15,252
Water intensity per rupee of turnover (Total water consumed/ Revenue from operations)	0.0000012	0.0000063
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)	0.0000270	0.0000140
Water intensity in terms of physical output (Total Water Consumed/Total Employees)	2.4763	1.3557

*Data for Pune location only i.e., owned premises for FY 2022-23

[#]Data for all locations (owned and leased premises) for FY 2023-24

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

4. Provide the following details related to water discharged:

Parameter	Current Financial Year 2023-24	Previous Financial Year 2022-23
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface Water		
- No treatment	0	0
- With treatment - please specify level of treatment		
(ii) To Groundwater		
- No treatment	0	0
- With treatment - please specify level of treatment		
(iii) To Seawater		
- No treatment	0	0
- With treatment - please specify level of treatment		
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment - please specify level of treatment		
(v) Others		
- No treatment	3,720	0
- With treatment - please specify level of treatment	0	0
Total water discharged (in kiloliters)	3,720	0

* Data for Pune location only i.e., owned premises for FY 2022-23

[#] Data for Mumbai location only for FY 2023-24

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, Birlasoft is planning to implement a mechanism for Zero Liquid Discharge (ZLD) by setting up the Sewage Treatment Plants (STP) across its locations. Birlasoft acknowledges that treating wastewater is important and wastewater which is generated within its own premise is treated through STP. The treated water is tested to ensure that all parameters comply with the standards as specified by the State Pollution Control Boards and used for gardening and landscaping, which helps us to reduce our fresh-water requirement and intake.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	Current Financial Year 2023-24 [#]	Previous Financial Year 2022-23
NOx	Tonnes	5.86	Data not available
Sox	Tonnes	4.97	
Particulate Matter (PM)	Tonnes	10.43	
Persistent Organic Pollutant (POP)	Not Applicable to Birlasoft as the nature of business is to provide IT services to clients and the Company does not engage in manufacturing of goods.		
Volatile Organic Compounds (VOC)			
Hazardous Air Pollutant (HAP)			

[#] Data for Pune location only i.e., owned premises for FY 2023-24.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

7. Please provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	Current Financial Year 2023-24 [#]	Previous Financial Year 2022-23 [*]
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	158	76
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	3,570	3,405
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations)	MT/rupee	0.00000014	0.00000014
Total Scope 1 and Scope 2 emissions per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 & 2 emissions/Revenue from operations adjusted for PPP)	MT/USD (PPP)	0.00000316	0.00000319
Total Scope 1 and Scope 2 emission intensity in terms of physical output	MT/FTE	0.2894	0.3094

* Data for Pune location only i.e., owned premises for FY 2022-23

[#]Data for all locations (owned and leased premises) for FY 2023-24

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

8. Does the entity have any project related to reducing Greenhouse gas emissions?

If “Yes”, then provide details.

At Birlasoft, we believe energy conservation and emission reduction is a continuous and enduring process, and this core belief is at the forefront of our strategy. The key initiatives contributing to the reduction in Greenhouse Gas (GHG) emission are:

- a. We have replaced the Monolithic UPS with modular UPS; this will reduce the power consumption by 1 lac units as compared to previous consumption which will reduce the CO₂ emission about 84 Ton.
- b. Beyond the preference for clean energy and energy efficiency measures, transport has been a key area for our attempt at reducing emissions.
- c. Introduced EV and CNG vehicles in transport fleet. The Smart commute Application that we use for end-to-end automation of employee transportation creates automated optimum routes based on address data.
- d. We continue to encourage the use of clean energy to reduce our dependence on non-renewable energy sources. To achieve our objective, we are exploring various aspects such as solar plants.

9. Provide details related to waste management by the entity, in the following format:

Parameter	Current Financial Year 2023-24 [#]	Previous Financial Year 2022-23 [*]
Total Waste Generated (in metric tonnes)		
Plastic Waste (A)	0	0.10
E-Waste (B)	44.30	20
Bio-medical Waste (C)	0.02	0
Construction and Demolition Waste (D)	0	4
Battery Waste (E)	10.63	0
Radioactive Waste (F)	0	0
Other Hazardous Waste. Please specify, if any (G) (DG filters)	1.60	0
Other Non-Hazardous Waste generated. (H) Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	89.63	0
Total (A+B+C+D+E+F+G+H)	146.18	24.10
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations)	0.000000006	0.000000010
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)	0.000000124	0.000000022
Waste intensity in terms of physical output (Total waste generated/Total Employees)	0.01134	0.00214
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	68.36	8.14
(ii) Re-used	22.97	0
(iii) Other recovery operations	0	0
Total	91.33	8.14

Parameter	Current Financial Year 2023-24 [#]	Previous Financial Year 2022-23 [*]
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	2.77
(iii) Other disposal operations	53.70	0
Total	53.70	2.77

* Data for Pune location only i.e., owned premises for FY 2022-23

[#] Data for all locations (owned and leased premises) for FY 2023-24

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Birlasoft is dedicated towards enabling a circular economy through the 3R's principles of 'reduce, reuse, recycle'. Birlasoft recognizes the strategic importance of waste management and is committed to investing in technologies that encourages reusability/recyclability and promotes waste minimization. The goal is to ensure zero waste to landfill, and we pursue this goal by focusing on minimizing waste to landfill and finally leading to 'Zero waste to landfill.'

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals/clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	None of the Birlasoft offices are in/around ecologically sensitive zone. Birlasoft offices are built on government approved land in industrial zones.		

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year 2023-24:

Name and brief of the project	EIA Notification No.	Date	Whether conducted by independent agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web-link
Not Applicable to the Company as no EIA undertaken as per compliance regulations.					

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules thereunder (Y/N).

If not, provide details of all such non-compliances, in the following format:

Sr. No.	Specify the law/ regulation/ guidelines which was not compliant	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control board or by courts	Corrective action taken, if any
Yes, All Birlasoft offices follow the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act, and rules thereunder. No fine/penalty/action was initiated against the entity under any of the applicable environmental laws/regulation/guidelines.				

Leadership Indicators

1. Water withdrawal, consumption, and discharge in areas of ‘water stress’ (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

- i. Name of the area
- ii. Nature of operations
- iii. Water withdrawal, consumption, and discharge in the following format:

None of Birlasoft office located in water stress zone, therefore Not Applicable.

Parameter	Current Financial Year 2023-24	Previous Financial Year 2022-23
Water withdrawal by source (in kilolitres)	Not Applicable	
(i) Surface Water		
(ii) Ground Water		
(iii) Third party Water		
(iv) Seawater/desalinated Water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed/Turnover)		
Water discharge by destination and level of treatment (in Kilolitres)	Not Applicable	
(i) To Surface water		
- No treatment		
- With treatment - please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment - please specify level of treatment		
(iii) Sent to Seawater		
- No treatment		
- With treatment- please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment- please specify level of treatment		
(v) Others		
- No treatment		
- With treatment- please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	Current Financial Year 2023-24	Previous Financial Year 2022-23
Total Scope 3 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	4,698	Not available, since scope 3 data collection and collation initiated in FY 2023-24 for selected categories
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO ₂ e per rupee of turnover	0.00000018	i.e., business travel, hotel & accommodation stay, and air travel.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No). If yes, name the external agency.: No

3. With respect to the ecologically sensitive areas reported in Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

Not Applicable, since none of the Birlasoft offices are in ecologically sensitive zone.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the Initiative
1	Energy Conservation Program	Optimization of UPS Replacement of T5 Lights to LED Lights	1.25 Lac KWH units projected saving per annum
2	Environment friendly activities in ES apps	Dark Mode in myWorld 2.0 has the facility of switching into echo mode which helps to lower power consumption on machines. Screen brightness adjuster implies the eye health of employees. Employee HR letters, this Functionality has removed almost 500 paper consumption per month. All HR letters are now automated on system. Vendor Invoicing Application, finance and procurement are now using the automated process in this application, which reduced their paper consumption to manage invoicing process. Vendor Onboarding Application has reduced all manual work done by vendor/procurement department and save paper consumption globally. This application reduced most of the vendor onboarding paperwork.	Reduces power consumption by optimizing the device's operations, which can lead to energy savings i.e., saves 8% to 10% energy on each machine. Almost saves 1,000 papers per month. Almost saves 5,000 papers per month. Almost saves 1,000 papers per month.
3	Water Conservation Program	Installation of sensor-based taps for optimum utilization of water	Reduced water wastage and enhanced water consumption efficiency
4	Waste Management	Waste segregation at source, recycling, on-site composting	This will reduce the burden on landfilling

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web-link.

Yes, we have Business Continuity Plan (“BCP”) in place. The BCP is based on best practices referred from ISO 22301:2019 framework and Birlasoft Information Security Policy (which is based in ISO 27001:2013). At an account level, Business Impact Analysis (“BIA”) is conducted for the in scoped new projects and existing projects. The process helps in identifying, selecting, and prioritizing the Account/Projects/Critical Resources for which an in-depth Business Continuity Planning exercise needs to be carried out.

At a function level, BIA is conducted to understand the criticality based on the impact due to loss of the function. Functions shall include manual processes, automated processes, applications, end-user activities. Then events that can cause interruptions to these resources/services shall be identified.

The business continuity strategy represents a critical aspect of the BCP and is derived from the information collected during the BIA process. BCPs shall be supported by various team members and support functions as needed and similarly all the support function BCPs shall leverage other functions as deemed necessary. The BCP shall consider and include the below aspects:

- Critical personnel, facilities, computer systems, operations, and equipment
- RTO and MBCO before recovery of operations

To be actionable, we constantly practice and refine our BCP. Constant testing and training of employees lead to a seamless deployment when an actual disaster strikes. Rehearse realistic scenarios like cyberattacks, fires, floods, human error, massive outages, and other relevant threats so team members can build confidence in their roles and responsibilities. BCDR clearly outlines responsibilities and ensure that team members have what they need to perform their required duties.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No adverse impact identified by the Company regarding their value chain activities.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Birlasoft has not undertaken any assessment of its value chain on environmental impacts.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. (a) Number of affiliations with trade and industry chambers/associations.

We currently maintain affiliations with a total of ten trade and industry chambers/associations.

(b) List the top 10 trade and industry chambers/associations (determined based on the total numbers of such body) the entity is member of/affiliated to.

Sr. No.	Name the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	NASSCOM	National
2	Software Technology Parks of India - Noida, Bengaluru, Mumbai, Pune, Chennai	National
3	Special Economic Zone - Hyderabad, Coimbatore, Mumbai	National
4	Export Promotion Council for EOUs & SEZs	State
5	Society for Cyberabad Security Council	State
6	Visakhapatnam Special Economic Zone	State
7	Madras Export Processing Zone, Coimbatore	State
8	Directorate of Industries, Government of India	State
9	Hinjawadi Industries Association, Pune (HIA)	State
10	Mahratta Chamber of Commerce Industries and Agriculture (MCCIA)	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the Case	Corrective action taken
Not Applicable since no complaint filed on account of anti-competitive conduct by Birlasoft.		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/Quarterly/ Others – please specify)	Web Link, if available
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Not Applicable, the Company has not undertaken any specific public advocacy; however, the Company engages on public issues and regulatory concerns through associations and forums.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year 2023-24:**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web-link
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Not Applicable as the Company has not undertaken any SIA in the reporting period as per regulatory norms.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of project Affected families (PAFs)	%of PAFs covered by R&R	Amounts paid to PAFs in the FY (in ₹)
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Not Applicable as the Company has not undertaken any SIA in the reporting period as per regulatory norms.

3. **Describe the mechanisms to receive and redress grievances of the community.**

Grievances are solved at the community level through informal and participatory processes that involve the affected parties and NGO program managers. The dialogue is facilitated between both parties to help resolve grievances quickly and amicably while preserving project objectives and expected outcomes. The unresolved grievances are escalated at the corporate level for resolution.

4. **Percentage of input material (input to total inputs by value) sourced from suppliers:**

	Current Financial Year 2023-24	Previous Financial Year 2022-23
Directly sourced from MSMEs/Small producers	24.78%	19.36%
Directly from within India	76%	74%

5. **Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of the total wage cost:**

Location	Current Financial Year 2023-24	Previous Financial Year 2022-23
Rural	N.A.	N.A.
Semi-urban	N.A.	N.A.
Urban	23%	N.A.
Metropolitan	77%	100%*

Note: Place to be categorized as per RBI Classification System- rural/semi-urban/urban/metropolitan

* 100% of India employees are hired in Metropolitan cities as per RBI definition.

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators, above).**

Details of negative social impact identified	Corrective action taken
Not Applicable as the Company has not undertaken any SIA in the reporting period as per regulatory norms.	

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Sr. No.	State	Aspirational District	Amount Spent (in ₹)
1	Odisha	Koratpur*	₹ 50 lakhs appx.

*This project intervenes in the mental health awareness area and provides free psychiatric treatment to Persons With Mental Illness (PwMIs), rehabilitation for PwMIs and their careers, and creates a sustainable model of prevention and treatment of mental illness. The program also aims to build awareness about mental health and normalize mental illness. The project identifies the person with mental illness and defines their treatment and recovery path by connecting them to available treatment options and ensuring continued treatment.

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)**

Birlasoft does not have a preferential procurement policy and the Company prioritized business partnership to (T1) technically the best supplier and aim to go for vendor that are commercially L1 (lowest). However, the Company also promotes diversity in terms of procurement from local vendors, MSME, and women-led enterprises.

(b) **From which marginalized/vulnerable groups do you procure?**

Not Applicable as the Company does not categorize its suppliers/vendors as vulnerable/marginalized groups.

(c) **What percentage of total procurement (by value) does it constitute?**

Nil

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year 2023-24), based on traditional knowledge:**

Sr. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit Shared (Yes/No)	Basis of calculating benefit share
Not Applicable to the Company				

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of Case	Corrective action taken
Not Applicable to the Company		

6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefited from CSR Projects	% beneficiaries from vulnerable and marginalized groups
1	Shodhan: Birlasoft's flagship, award-winning Project Shodhan, launched in 2017, focuses on reducing crop residue burning in the villages of Indian states of Haryana and Punjab. The project educates farmers on alternative farming practices to prevent stubble burning. Birlasoft has received five awards for Project Shodhan in the past five years. As per the Impact Assessment report, Project Shodhan has enhanced agricultural productivity, fostered economic empowerment, and contributed to conservation of environment by controlling air pollution. Lately, Birlasoft has collaborated with the CII Foundation to study the impact of in-situ paddy straw management using innovative machinery on soil quality and health. The project aligns with the following SDG Goals- SDG 2: Zero Hunger; SDG 3: Good Health and Wellbeing; SDG 6: Clean Water and Sanitation; SDG 8: Decent Work and Economic Growth; SDG 9: Industry, Innovation and Infrastructure; SDG 12: Responsible Consumption and Production; SDG 13: Climate Action; SDG 15: Life on Land. In FY 2023-24, the Project has covered 16 villages and around 11,600 acres of agricultural land in Punjab, benefiting around 1800+ farmers. The project also provided a livelihood opportunity for local village-level volunteers and farmers, promoting community involvement and participation. More than 3,300 hours have been contributed by 60+ volunteers to spread awareness about the crop residue management initiative through the means of Door-to-Door Campaigns, Community gathering and street plays.	1800+ farmers	100%
2	e-vidya: e-Vidya program is designed to enhance digital literacy among women on the emerging IT technologies, along with career guidance and operational skills training, preparing them for success in the corporate world. More than 170 women, including graduates with backgrounds in BE/B-Tech (CS/IT), BSC/BCA, and other associated streams, are chosen for this project. The placement drive for this project is on-going, and around 40% of the beneficiaries have been placed. The project aligns with the following SDG's- SDG 1: No Poverty; SDG 4: Quality Education; SDG 10: Reduced Inequalities.	170+ women	100%
3	Disha: The objectives of this initiative are multifaceted and aim to address various aspects of empowering underprivileged meritorious girls. Apart from financial assistance, the scholars are also provided soft skill trainings, mentorship, and corporate exposure visits. The project aligns with the following SDG's- SDG 1: No Poverty; SDG 4: Quality Education; SDG 10: Reduced Inequalities.		
a.	Disha Phase 1: Financial assistance to 74 girls for 3rd year of graduation in Delhi-NCR;	74 scholars	100%
b.	Disha Phase 2: Financial assistance to 383 girls for 2nd year of graduation in Hyderabad, Bangalore, and Chennai;	383 scholars	100%
c.	Disha Phase 3: Financial assistance to 658 girls to pursue graduation in 1st year of the project across India;	658 scholars	100%

Sr. No.	CSR Project	No. of persons benefited from CSR Projects	% beneficiaries from vulnerable and marginalized groups
4	Community Rural Mental Health Program: This program promotes mental health awareness and provides essential care to Persons With Mental Illness (PwMIs) by offering free psychiatric treatment and rehabilitation services, thereby establishing a sustainable model for prevention and treatment. This project has touched the lives of more than 4,000 PwMI's and more than 8,000 Caregivers. The Community Rural Mental Health Program aligns with SDG 3: Good Health and Well Being.	4,000+ PwMIs 8,000+ caregivers	100%
5	Project Cyber Safe: To address the issue of Cyber security, Birlasoft launched the CSR Project Cyber Safe which aims to bring awareness amongst the children and parents on cybercrime reporting, identity theft, and cyber stalking. The project provides hands on training on cyber security modules and ensures development of safe online practices. Through this project, training has been imparted to more than 1,800 kids and 1,100 parents and teachers. Over 6,000 hours of training have been provided as a part of this project, which also includes the Trainings Of Teachers (TOT). The project aligns with SDG 4: Quality Education.	1,800+ students 1,100+ parents & teachers	100%
6	Cervical Cancer Awareness- Cervical Cancer is a significant public health issue and is the second most common Cancer among Indian Women. The high rates of Cervical Cancer in India are primarily due to a lack of screening and treatment services. Birlasoft helps in ensuring availability of essential commodities and infrastructure for screening women and donates equipment necessary to support the treatment of Pre-Cancerous Lesions. The program aims to increase screening of women by capacity building, regular monitoring, and targeted campaigns. Under this project, more than 35,000+ women have been screened for Cervical Cancer and more than 1400 women have been provided with pre-cancer treatment. Along with this, around 350 ASHA (Accredited Social Health Activist) workers have been oriented on Cervical Cancer screening and prevention and 65+ program sites have been established so far. Birlasoft employees, along with the CSR team have visited the project location 6 times and have played a pivotal role in fostering awareness about Cervical Cancer, actively engaging with beneficiaries and healthcare workers to disseminate information about the disease. 650+ hours have been contributed by 40 volunteers towards this project. This Project aligns with SDG 3: Good Health and Well Being.	35,000+ beneficiaries	100%
7	Capacity building and Volunteer engagement activities such as I-pledge, Joy of Giving, Miles for Smiles, Each one Teach one, and various other donation and fund-raising drives.	6,400 + beneficiaries	100%

Principle 9: Business should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Birlasoft has a process to receive and respond to consumer complaints and feedback i.e., Voice of Customer (VOC) also known as CSAT (Customer Satisfaction Survey). CSAT survey helps to gauge customer's feedback on Company's deliverables through DRONA tool on a six-monthly period for the Managed and Staff Aug (SAS) projects. Project level VOC mandatory during the project closure and Transition VOC (after transition completion) is also applicable; project VOC is measured on a scale of 1 to 5 and WOW. Projects with WOW rating prepare WOW story; projects with 4 or 5 rating prepare WOW plan as well and projects with low rating need to perform Root Cause Analysis in consultation with the customer. In case of Low rating, VOC is re-initiated once all actionable are closed for feedback to ensure client concern is adequately addressed.

2. Turnover of products and/services as a percentage of turnover from all products/services that carry information about:

Parameters	As percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable, as Birlasoft is a software service sector Company
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	Current Financial Year 2023-24		Remarks	Previous Financial Year 2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data Privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	2	Nil	All complaints resolved
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other - Customer Complaints	16	Nil	Based on customer complaint RCA done	11	Nil	Based on customer complaint RCA done

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Not Applicable to the Company	
Forced recalls		

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No).

If available, provide a web-link of the policy.

The Company has a mature information security management system with policies, processes, and controls to minimize Cybersecurity risks. The governance and management of security compliance and risk is reviewed periodically; evident in the

sustained ISO 27001:2013 certification and external third-party validation of compliance to NIST Cyber Security framework. The organization is ISO/IEC 27701:2019 certified across functions and client delivery projects which exhibit our ongoing commitment to global data protection requirements.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services, cyber security, and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

Nil

7. Provide the following information relating to data breaches:

- (a) Number of instances of data breaches: Nil
- (b) Percentage of data breaches involving personally identifiable information of customers: Nil
- (c) Impact, if any, of the data breaches: Not Applicable

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if possible)

Information regarding the Birlasoft's products and services is available on the Company's website at www.birlasoft.com.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Birlasoft provides its customers with a 'Technical Document' i.e., quality procedure encompassing the reference documents, entry criteria, input and output details, process workflow, process description, customer feedback and grievance reporting mechanism, quality standards and parameters, work products, and quality records, for the customer consideration and information.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

At Birlasoft, our delivery system processes are designed with resiliency in mind, and we proactively embrace hybrid working, which ensures that our associates can continue to work from anywhere if they have access to internet. Further, our Business Continuity Plan (BCP) processes are defined at project levels and includes test cases for disruptions, which are tested at regular intervals. Finally, our Incident Management plan defines the incidents that may require informing clients, and this would include disasters that effect delivery to one or more clients. As per process, Infosec team will intimate the respective Project Leads, who will, in turn, inform their client connects.

4. a) Does the entity display product information on the product over and above what is mandated as per the local laws? (Yes/No/Not Applicable).

If yes, provide details in brief.

Not Applicable

b) Did your entity carry out any survey about customer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No).

Yes, Birlasoft focuses on customer satisfaction survey and on a yearly basis undertakes VOC to gauge the perception and overall satisfaction level of its customers. In December 2023, VOC was undertaken, and the overall score was 4.66 across varied parameters like sales, quality of delivery, timelines, resources, communication, and value add, which clearly demonstrates an overall satisfaction level among customers.

FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of Birlasoft Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Birlasoft Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance

with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in Note 21 of the standalone financial statements)	
<p>The Company earns revenue primarily from providing IT services, consulting and business solutions wherein it enters into contracts with customers. The scope and pricing arrangement of these contracts vary between time and materials, milestone based, fixed price etc.,</p> <p>Revenue related to fixed price maintenance and support services contract where the performance obligation is satisfied over a period of time has been recognised:</p> <ul style="list-style-type: none"> On a straight-line basis over the period of performance in cases where the Company is ready to provide services on time elapsed mode; and In other fixed price contracts using percentage-of-completion method of accounting with contract cost incurred/efforts expended; determining the degree of completion of the performance obligation. 	<p>Our audit procedures include the following, among others:</p> <ul style="list-style-type: none"> Evaluated the Company's accounting policy for revenue recognition and assessed its compliance with Ind AS 115 "Revenue from contract with customers". Obtained an understanding of the processes, systems and the controls implemented by the Company for the recording and computing revenue, contract assets and unearned revenue. Evaluated the design and tested the operating effectiveness of management's key internal controls (including key IT controls) over revenue recognition. On a selected sample of contracts, we have tested that the revenue recognised is in accordance with the accounting standards by performing below procedures:

Key audit matters	How our audit addressed the key audit matter
<p>Revenue from time and material contracts is recognised basis the time spent by employee/sub-contract on a contract as approved by the project manager and through customer acceptances in certain cases. Such services are recognised as on output basis measured by units delivered (time and efforts expended), number of transactions processed, etc.</p> <p>We identified revenue recognition as a key audit matter since :</p> <ul style="list-style-type: none"> • There is an inherent and presumed fraud risk; • Application of the revenue recognition standard is complex. It involves various key judgements and estimates including determination of the contract costs (including efforts and costs incurred to date and estimating the future efforts and cost to completion) of the fixed price contracts, which is used to determine the percentage of completion of the relevant performance obligation; • Time and material contracts are billed basis approval of effort estimate by project manager and through customer acceptances in certain cases; <p>At year end, significant amount of unbilled revenue related to these contracts are recognised on the balance sheet.</p>	<ul style="list-style-type: none"> ➤ Evaluated the management’s identification of performance obligation; ➤ Agreed the transaction price with the underlying contracts; ➤ Agreed the amounts in sample invoices against the milestones outlined in the respective contracts; ➤ Tested the actual efforts expended as a proportion to total efforts required to verify the degree of completion of performance obligation; ➤ In case of time and material type contract, tested samples to verify whether revenue has been correctly recognised based on approved effort estimate by project manager and where applicable, is backed by customer acceptances; ➤ Compared efforts expended to date with the management’s estimate to identify significant variation and consideration of such variations in remaining cost to complete; ➤ Assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays if any and expected timelines for invoicing of the same; ➤ Performed analytical procedures for contracts with low or negative margins, onerous contracts, contracts with significant changes in cost estimates, contracts with marginal or no movement in efforts/invoicing. <ul style="list-style-type: none"> • Evaluated the appropriateness of disclosures made in the financial statements.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor’s report thereon. The Annual report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair

view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Charged with Governance are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the

audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024, and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The financial statements of the Company for the year ended March 31, 2023, included in these standalone financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 08, 2023.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “Annexure 1” a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(h) (vi) below on reporting under Rule 11(g);
- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 34 to the standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 40 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 40 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. a) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- b) The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.
- c) As stated in note 12 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled at the database level insofar as it relates to SAPRISE accounting software and for certain changes made using privileged/administrative access rights, as described in note 38 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Place: New Delhi
Date: April 29, 2024
Membership Number: 111757
UDIN: 24111757BKENPE1296

Annexure 1 referred to in paragraph under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

Re: Birlasoft Limited (“the Company”)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in note 40(vii) to the financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.

- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) There are no loans, guarantees and security in respect of which provisions of sections 185 and 186 of the Act are applicable. Investments in respect of which provisions of section 186 of the Act are applicable have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be

deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Act, for the products/services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, value added tax, cess and other statutory dues applicable to it. According to the information

and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) There are no dues of goods and services tax, employees' state insurance, duty of custom, value added tax, cess, and other statutory dues which have not been deposited on account of any dispute. The dues of income tax, service tax and provident fund which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount of demand (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates (Financial year)	Forum where the dispute is pending	Remarks, if any
Income Tax Act, 1961	Income tax	601.90	-	2003-2004 to 2009-2010	Delhi High Court	
Income Tax Act, 1961	Income tax	33.28	-	2004-2005 2013-2014 and 2017-2018	Income Tax Appellate Tribunal	
Income Tax Act, 1961	Income tax	97.93	0.99	2008-2009 2009-2010 2010-2011 2015-2016 2016-2017 2017-2018 and 2019-2020	Commissioner of Income Tax (Appeals)	
Income Tax Act, 1961	Income tax	55.98	-	2005-2006 to 2009-2010 2011-2012 and 2016-2017	Assessing Officer/Transfer Pricing Officer of Income Tax	
Finance Act, 1994	Service tax	469.65	12.99	October 2006 to March 2014	Supreme Court	
Finance Act, 1994	Service tax	28.60	-	April 2006 to March 2008	Bombay High Court	
Finance Act, 1994	Service tax	187.20	18.47	April 2010 to June 2012	Central Excise and Service Tax Appellate Tribunal	
Employee Provident Funds and Miscellaneous Provision Act, 1952	Provident fund	15.25	-	January 2016 to March 2019	Employee Provident Fund Organisation	

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any associate or joint venture.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company. The Company does not have any associate or joint venture.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Pending final outcome of the matter stated in note 39, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) Pending final outcome of the matter stated in note 39, we have taken into consideration the whistleblower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a),(b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 37 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 41 to the financial statements.
- (b) All amounts that are unspent under section (5) of section 135 of Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 41 to the financial statements.
- (xxi) The requirement of Clause 3(xxi) of the Order is not applicable to the standalone financial statements.

For **S R B C & CO LLP**
Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner

Place: New Delhi
Date: April 29, 2024

Membership Number: 111757
UDIN: 24111757BKENPE1296

Annexure 2 to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Birlasoft Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone financial statements of Birlasoft Limited (“the Company”) as of March 31, 2024, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls

with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company’s internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in

conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the

essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Huzefa Ginwala**
Partner
Place: New Delhi
Date: April 29, 2024
Membership Number: 111757
UDIN: 24111757BKENPE1296

Standalone Balance Sheet as at 31 March 2024

(Amount in ₹ million, unless otherwise stated)

	Note	31 March 2024	31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	2A	969.38	1,364.50
Right-of-use assets	2B	450.22	788.26
Capital work-in-progress	2D	81.62	64.95
Other intangible assets	2C	94.93	136.88
Financial assets			
Investment	3	6,522.94	4,407.03
Other financial assets	4	159.42	156.19
Income tax assets (net)		130.33	167.77
Deferred tax assets (net)	5	397.02	484.10
Other non-current assets	6	92.53	27.62
		8,898.39	7,597.30
Current assets			
Financial assets			
Investments	7	5,689.15	3,099.92
Trade receivables	8	3,541.80	1,845.01
Cash and cash equivalents	9A	532.21	1,932.98
Other balances with banks and deposits	9B	323.68	719.29
Other financial assets	10	88.17	14.77
Other current assets	11	1,107.41	988.55
		11,282.42	8,600.52
		20,180.81	16,197.82
Total Assets			
Equity and liabilities			
Equity			
Equity share capital	12A	551.87	549.74
Other equity	12B	14,130.11	11,659.64
		14,681.98	12,209.38
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	13	214.05	577.24
Other financial liabilities	14	37.16	21.93
Provisions	15	709.15	487.42
		960.36	1,086.59
Current liabilities			
Financial liabilities			
Lease liabilities	16	269.95	309.91
Trade payables	17		
a) Total Outstanding dues of micro enterprises and small enterprises		22.25	11.63
b) Total Outstanding dues of creditors other than micro enterprises and small enterprises		2,046.71	1,034.09
Other financial liabilities	18	1,422.16	672.03
Other current liabilities	19	428.36	483.13
Provisions	20	213.54	183.85
Income tax liabilities (net)		135.50	207.21
		4,538.47	2,901.85
		20,180.81	16,197.82
Total Equity and Liabilities			
Material accounting policies	1		
Notes referred to above form an integral part of the standalone financial statements	2-42		

As per our report of even date attached
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Membership No. 111757

Place: New Delhi
Date: 29 April 2024

For and on behalf of the Board of Directors of
Birlasoft Limited
CIN: L72200PN1990PLC059594

Amita Birla
Chairman
DIN: 00837718
Place: New Delhi
Date: 29 April 2024

Sneha Padve
Company Secretary
Place: New Delhi
Date: 29 April 2024
Membership No.: A9678

Angan Guha
CEO & Managing Director
DIN: 09791436
Place: New Delhi
Date: 29 April 2024

Kamini Shah
Chief Financial Officer
Place: New Delhi
Date: 29 April 2024

Standalone Statement of Profit & Loss for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

	Note	31 March 2024	31 March 2023
Income			
Revenue from operations	21	26,445.27	24,172.43
Other income	22	983.23	341.71
Total income		27,428.50	24,514.14
Expenses			
Employee benefits expense	23	18,346.31	16,693.53
Finance costs	24	69.21	98.44
Depreciation and amortization expense	2	763.33	759.36
Other expenses	25	4,287.22	4,290.83
Total expenses		23,466.07	21,842.16
Profit before tax		3,962.43	2,671.98
Tax expense	36		
Current tax		909.15	732.71
Deferred tax (credit)/charge		65.89	(64.37)
Total tax expense		975.04	668.34
Profit for the year		2,987.39	2,003.64
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement gains/(losses) on defined benefit plans		(72.98)	(4.58)
Less: Income tax effect		18.37	1.15
		(54.61)	(3.43)
Items that will be reclassified subsequently to profit or loss			
Net gains/(losses) on cash flow hedges		84.20	(139.13)
Less: Income tax effect		(21.19)	35.02
		63.01	(104.11)
Total other comprehensive income for the year (net of tax)		8.40	(107.54)
Total comprehensive income for the year		2,995.79	1,896.10
Earnings per equity share (face value per share ₹ 2 each)			
Basic (₹)	33	10.80	7.23
Diluted (₹)	33	10.66	7.20
Material accounting policies	1		
Notes referred to above form an integral part of the standalone financial statements	2-42		

As per our report of even date attached
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Membership No. 111757

Place: New Delhi
Date: 29 April 2024

For and on behalf of the Board of Directors of
Birlasoft Limited
CIN: L72200PN1990PLC059594

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Kamini Shah
Chief Financial Officer
Place: New Delhi
Date: 29 April 2024

(Amount in ₹ million, unless otherwise stated)

Particulars	31 March 2024	31 March 2023
Payment of principal portion of lease liabilities (Refer note 4)	(355.78)	(362.90)
Dividend paid	(1,239.65)	(1,249.50)
Interest and finance charges paid	(8.03)	(11.29)
Net cash used in financing activities (C)	(1,504.92)	(6,238.87)
D] Exchange differences on translation of foreign currency cash and cash equivalents	(8.10)	(10.85)
Net (Decrease)/ Increase in cash and cash equivalents (A + B+ C+D)	(1,400.77)	1,420.22
Cash and cash equivalents at end of the year (Refer Note 1: below)	532.21	1,932.98
Cash and cash equivalents at beginning of the year (Refer Note 1: below)	1,932.98	512.76
Net (decrease)/increase in cash and cash equivalents during the year	(1,400.77)	1,420.22
Note 1:		
Cash and cash equivalents include:		
Cheques in Hand	-	1.60
Balance with banks		
- In current accounts	140.26	526.49
- In deposit account (with original maturity of 3 months or less)	391.95	1,404.89
Total Cash and cash equivalents	532.21	1,932.98

Note 2:

Figures in brackets represent outflows of cash and cash equivalents.

Note 3:

The above Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 on Statement of cash flows.

Note 4: Reconciliation of liabilities from financing activities

Balance at the beginning of the year	887.15	1,073.22
Repayment of lease liabilities	(355.78)	(362.90)
Non-cash changes (including effects of unrealised foreign exchange)	(47.37)	176.83
Closing balance at the end of the year	484.00	887.15

As per our report of even date attached
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Membership No. 111757

Place: New Delhi
Date: 29 April 2024

For and on behalf of the Board of Directors of
Birlasoft Limited
CIN: L72200PN1990PLC059594

Amita Birla
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Kamini Shah
Chief Financial Officer
Place: New Delhi
Date: 29 April 2024

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

Company Overview

Birlasoft Limited ("the Company") is a public limited Company incorporated under the Companies Act, 1956 and its shares are listed on the National Stock Exchange of India Limited and BSE Limited. The Company's registered office is in Pune and it has subsidiaries and branches across multiple geographies.

The Company provides Software Development, global IT consulting to its clients, predominantly in Banking, Financial Services and Insurance, Life Sciences and Services, Energy Resources and Utilities and Manufacturing (which mainly includes Discrete Manufacturing, Hi-Tech & Media, Auto and Consumer packaged goods) verticals.

These financial statements were authorized for issue by the Company's Board of Directors on 29 April 2024.

1. Material accounting policies

Basis of preparation of standalone financial statements

The standalone financial statements are prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. The standalone financial statements are presented in millions of Indian rupees rounded off to two decimal places, except per share information, unless otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared on the historical cost basis except share based payments, defined benefit obligations and certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Use of estimates

The preparation of standalone financial statements requires the management of the Company to make

judgments, estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenditure during the year. Actual results could differ from estimates. Differences between actual results and estimates are recognized in the year in which the results are known/materialized.

Critical accounting estimates

a. Revenue Recognition

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and satisfaction of performance obligation. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

b. Income tax & Deferred tax

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

c. Measurement of defined benefit obligation, key actuarial assumptions and share based payments

Information about assumptions and estimation uncertainties in respect of defined benefit obligation and share based payment are given in note 30 and note 35 respectively.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

d. Business combinations

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

e. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

f. Impairment of investment in subsidiaries

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

1.1 Current-non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or

- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The operating cycle of the Company is twelve months.

1.2 Revenue recognition

The Company earns revenue primarily from providing IT services, consulting and business solutions. The Company offers a consulting-led, integrated portfolio of IT.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognized on output basis measured by units

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for the year ended 31 March 2024

delivered, efforts expended, number of transactions processed, etc.

- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation.
- Revenue from third party software is recognized upfront at the point in time when software is delivered to the customer, such revenue is recognized on net basis when the Company is acting as an agent. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Expenses reimbursed by customers during the project execution are recorded as reduction to associated costs. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Company recognizes contract fulfillment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognized is amortized on a

systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

Unearned revenue ("contract liability") is recognized when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognizes an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for. The Company disaggregates revenue from contracts with customers by geography and business verticals.

Use of material judgments in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the

Notes forming part of the standalone financial statements for the year ended 31 March 2024

customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgment to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Revenue for fixed-price contracts is recognized using percentage-of-completion method. The Company uses judgment to estimate the future cost-to-completion of the contracts which is used to determine the degree of the completion of the performance obligation.
- Contract Fulfillment costs are generally expensed as incurred except for costs which meet the criteria for capitalization as per Ind AS 115. Such costs are amortised over the contractual period. The

assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

1.3 Property, plant and equipment

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. If significant parts of an item of property, plant and equipment have different useful lives, than they are accounted for as separate items (major components) of property, plant and equipment. The cost and related accumulated depreciation are eliminated from the standalone financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets under construction are disclosed as capital work-in-progress.

The Company does not have any Benami Property under the Benami Transactions (Prohibition) Act, 1988.

1.4 Intangible assets

Intangible assets are stated at cost less accumulated amortization and accumulated impairment, if any.

In case of internally generated intangibles, costs incurred during the research phase of a project are expensed when incurred. Development activities involve a plan or design for the production of new or substantially improved products or processes. Development expenditure is capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and directly attributable borrowing

Notes forming part of the standalone financial statements for the year ended 31 March 2024

costs (in the same manner as in the case of property, plant and equipment). Other development expenditure is recognized in the Statement of Profit and Loss as incurred.

Intangible assets are derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal or when the economic benefits are not measurable.

1.5 Depreciation and amortization

Depreciation on property, plant and equipment is provided on the straight-line method over the useful lives of the assets. The management's estimates of the useful lives of various assets for computing depreciation are as follows:

Type of asset	Useful life (No. of years)
Buildings	25
Plant and equipment	3-4
Office Equipment	5-10
Owned Vehicle	3-5
Furniture and fixtures	7-10

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. The estimated useful lives for these assets are therefore different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Right of use assets are amortised over shorter of useful lives and period of lease.

Improvements to leased premises are amortized over the remaining non-cancellable period of the lease.

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The management's estimates of the useful lives of various intangible assets for computing amortization are as follows:

Type of asset	Useful life (No. of years)
Product Development cost (internally generated)	3-4
Perpetual Software License	4
Time based software license	License period

Depreciation and amortisation methods, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

1.6 Impairment

a. Financial assets

The Company assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recorded as an impairment gain or loss in Statement of Profit and Loss.

b. Non-financial assets

Property, plant and equipment and intangible assets

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. Impairment loss is recognized when the carrying

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value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's fair value less cost of disposal and value in use. For the purpose of impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or CGU) that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

Intangible assets which are not yet available for use are tested for impairment annually. Other assets (tangible and intangible) are reviewed at each reporting date to determine if there is any indication of impairment. For assets in respect of which any such indication exists and for intangible assets mandatorily tested annually for impairment, the asset's recoverable amount is estimated.

If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists or has decreased, the assets or CGU's recoverable amount is estimated. For assets other than goodwill, the impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Such a reversal is recognized in the Statement of Profit and Loss.

1.7 Leases

The Company primarily has leased rental offices premises, guest house, parking space, laptops etc across multiple locations.

At the inception of contract the Company assesses whether the contract is, or contains a lease. A contract is, or contains, a lease if the contract involves use of an identified asset and conveys the right to control the use of asset for period of time in exchange for consideration i.e. customer has right to:

- obtain substantially all the economic benefits from using the asset and
- direct the use of asset

1. Recognition and measurement

The lease liability is initially measured at present value of lease payments that is not paid at commencement date discounted at implicit rate mentioned in lease or incremental borrowing rate. The Company generally uses incremental borrowing rate as discount rate.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the useful life of right-of-use asset.

The lease liability is subsequently measured at amortised cost using effective interest method. It is remeasured to reflect any lease modifications or reassessments.

2. Extension and termination of lease

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

3. Short term leases and low value assets

The Company has elected not to recognise right of use of assets and lease liabilities for short-term leases that have lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over lease term.

4. Impairment testing for right of use of assets.

Right of use assets are tested for impairment whenever there is any indication that their carrying

Notes forming part of the standalone financial statements

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amount is not recoverable. Impairment loss, if any, is recognised in statement of profit and loss.

1.8 Earnings per share

Basic earnings per share are computed by dividing the net profit for the year after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year after tax for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

1.9 Foreign currency transactions

a. Functional and presentation currency

Indian Rupee is the Company's functional as well as presentation currency.

- b. Transactions in foreign currencies are translated to the functional currency of the Company at the exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currencies are translated into the functional currency at the year-end rates. The exchange differences so determined and also the realized exchange differences are recognized in the Statement of Profit and Loss. Non-monetary items denominated in foreign currencies and measured at fair value are translated into the functional currency at the exchange rate prevalent at the date when the fair value was determined. Non-monetary items denominated in foreign currencies and measured at historical cost are translated into the functional currency at the exchange rate prevalent at the date of transaction.

c. Translation of foreign operations

For translating the financial statements of foreign branches, their functional currencies are determined. The results and the financial position of the foreign branches are translated into presentation currency so that the foreign operation could be included in the standalone financial statements.

1.10 Employee benefits

i) Post-employment benefit plans

Defined benefit plan

The Company's gratuity scheme is a defined benefit plan. For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with independent actuarial valuations being carried out at each Balance Sheet date. Remeasurement of net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effects of asset ceiling (if any, excluding interest) are recognized in Other Comprehensive Income for the period in which they occur. Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss. Past service cost is recognized immediately to the extent that the benefits are already vested or amortized on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets, if any. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Notes forming part of the standalone financial statements

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ii) Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. These benefits include compensated absences (which cannot be carried forward) such as paid annual leave, overseas social security contributions and performance incentives.

1.11 Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in the Statement of profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of branches where

it is expected that the earnings of the branch will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The taxable profit (tax loss), tax bases, unused tax losses, unused tax credits or tax rates for the purposes of current and deferred tax have been determined on the basis of Company's evaluation of acceptability of its tax positions by the taxation authorities.

1.12 Provisions, Contingent liabilities and Contingent assets

The Company recognizes provisions only when it has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

No provision is recognized for –

- a. Any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- b. Present obligations that arise from past events but are not recognized because-
 - 1) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - 2) A reliable estimate of the amount of obligation cannot be made.

Such obligations are disclosed as contingent liabilities. These are assessed continually and only that part of the

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obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimate can be made.

Contingent assets are not recognized in the standalone financial statements since this may result in the recognition of income that may never be realized.

Onerous contracts

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Company recognizes any impairment loss on the assets associated with that contract.

Decommissioning Liability

The Company uses various premises on lease to run its operation and records a provision for decommissioning costs to be incurred for the restoration of these premises at the end of the lease period. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is expensed as incurred and recognized in the statement of profit and loss as an interest expense. The estimated future costs of decommissioning and interest rate are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

1.13 Research and development:

Costs incurred during the research phase of a project are expensed when incurred. Costs incurred in the development phase are recognized as an intangible asset in accordance with policy defined in 1.5.

1.14 Share based payment

In respect of stock options granted pursuant to the Company's Employee Stock Option Scheme, the Company recognizes employee compensation expense, using the grant date fair value in accordance with Ind AS 102 - Share Based Payment, on straight line basis over the period over which the employees would become unconditionally entitled to apply for the shares.

1.15 Investment in subsidiaries

Investment in subsidiaries are measured at cost less impairment.

1.16 Financial instruments

a. Initial recognition

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

b. Subsequent measurement

i) Non-derivative financial instruments

Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through Other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

However, in cases where the Company has made an irrevocable election for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, the subsequent changes in fair value are recognized in Other Comprehensive Income.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii) Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Company does

not use derivative financial instruments for speculative purposes. The counter-party to the Company's foreign currency forward contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in the statement of profit and loss, when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

Cash flow hedge

The use of hedging instruments is governed by the Company's policy approved by the Board of Directors, which provides written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

The Company designates foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on firm commitments and highly probable forecast transactions.

Hedging instruments are initially measured at fair value and are re-measured at subsequent reporting dates. The effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Any significant ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecast transactions any cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve is retained until the forecast transaction occurs. When a hedged

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transaction occurs or is no longer expected to occur, the net cumulative gain or loss recognized in cash flow hedging reserve is transferred to the Statement of Profit and Loss.

The amount recognized in Other Comprehensive Income is reclassified to profit or loss as a reclassification adjustment in the same period as the hedged cash flows affect profit or loss, and in the same line item in the Statement of Profit or Loss and Other Comprehensive Income.

c. Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. Fair value of financial instruments

The Company uses discounted cash flow analysis method for the fair value of its financial instruments except for employee stock options (ESOP), where Black and Scholes options pricing model is used. The method of assessing fair value results in general approximation of value and such value may never actually be realized.

For all other financial instruments the carrying amount approximates fair value due to short maturity of those instruments.

Fair value measurements

The Company measures financial instruments, such as, derivatives and investments in mutual funds at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the

measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a. Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- b. Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- c. Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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For assets and liabilities that are recognized in the Standalone Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's finance team determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. The team comprises of the head of the treasury operation and chief finance officer.

External valuers are involved for valuation of significant assets and liabilities. Involvement of external valuers is decided on the basis of nature of transaction and complexity involved. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the finance team analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the team verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. A change in fair value of assets and liabilities is also compared with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.17 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Company's cash management.

1.18 Dividends

Dividend to shareholders is recognised as liability and deducted from equity, in the year/period in which the dividends are approved by the shareholders.

1.19 Business combinations

a. Business combinations are accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Transaction costs that the Company incurs in connection with a business combination such as finders' fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

Impact of any changes in the purchase consideration, after the measurement period, is recorded in the Statement of Profit and Loss.

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- b. Goodwill represents the cost of business acquisition in excess of the Company's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds the cost of business acquisition, a gain is recognized immediately in net profit in the Statement of Profit and Loss. Goodwill is measured at cost less accumulated impairment losses.
- c. Business combinations arising from transfer of interests in entities that are under the control of the shareholder that control the Group are accounted for as if the acquisition had occurred at the beginning of

the earliest comparative period presented or, if later, at the date that common control was established.

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interests method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.
- The difference, if any, between consideration and the amount of share capital of required entity is transferred to capital reserve.

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(Amount in ₹ million, unless otherwise stated)

2A Property, plant and equipment

	Building	Leasehold improvements	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Total
Gross carrying amount as at 1 April 2022	388.87	1,013.88	1,837.27	124.34	8.25	391.18	3,763.79
Additions	4.61	0.47	341.31	0.03	-	55.15	401.57
Disposal/retirements/derecognition	1.87	-	78.68	0.04	1.63	12.21	94.43
Gross carrying amount as at 31 March 2023	391.61	1,014.35	2,099.90	124.33	6.62	434.12	4,070.93
Accumulated depreciation as at 1 April 2022	146.73	653.26	1,228.33	102.06	5.44	218.56	2,354.38
Depreciation charge for the year	20.64	119.75	258.50	9.54	0.56	31.02	440.01
Disposal/retirements/derecognition	0.59	-	78.04	0.04	1.47	7.82	87.96
Accumulated depreciation as at 31 March 2023	166.78	773.01	1,408.79	111.56	4.53	241.76	2,706.43
Gross carrying amount as at 1 April 2023	391.61	1,014.35	2,099.90	124.33	6.62	434.12	4,070.93
Additions	85.35	2.65	32.44	13.12	-	11.61	145.17
Disposal/retirements/derecognition	131.13	41.27	343.66	17.94	-	56.92	590.92
Gross carrying amount as at 31 March 2024	345.83	975.73	1,788.68	119.51	6.62	388.81	3,625.18
Accumulated depreciation as at 1 April 2023	166.78	773.01	1,408.79	111.56	4.53	241.76	2,706.43
Depreciation charge for the year	25.37	113.75	269.61	8.25	0.53	32.56	450.07
Disposal/retirements/derecognition	58.89	29.38	342.18	17.83	-	52.42	500.70
Accumulated depreciation as at 31 March 2024	133.26	857.38	1,336.22	101.98	5.06	221.90	2,655.80
Net carrying amount as at 31 March 2023	224.83	241.34	691.11	12.77	2.09	192.36	1,364.50
Net carrying amount as at 31 March 2024	212.57	118.35	452.46	17.53	1.56	166.91	969.38

2B Right-of-use assets

	Office Premises	Land	Vehicle	Total
Gross carrying amount as at 1 April 2022	1,549.13	75.16	-	1,624.29
Additions	101.32	-	-	101.32
Disposal/retirements/derecognition	3.77	28.86	-	32.63
Gross carrying amount as at 31 March 2023	1,646.68	46.30	-	1,692.98
Accumulated depreciation as at 1 April 2022	633.27	16.83	-	650.10
Depreciation expense for the year	270.17	2.48	-	272.65
Disposal/retirements/derecognition	2.50	15.53	-	18.03
Accumulated depreciation as at 31 March 2023	900.94	3.78	-	904.72
Gross carrying amount as at 1 April 2023	1,646.68	46.30	-	1,692.98
Additions	-	-	6.38	6.38
Disposal/retirements/derecognition	241.94	-	-	241.94
Gross carrying amount as at 31 March 2024	1,404.74	46.30	6.38	1,457.42
Accumulated depreciation as at 1 April 2023	900.94	3.78	-	904.72
Depreciation expense for the year	257.30	0.54	0.87	258.71
Disposal/retirements/derecognition	156.23	-	-	156.23
Accumulated depreciation as at 31 March 2024	1,002.01	4.32	0.87	1,007.20
Net carrying amount as at 31 March 2023	745.74	42.52	-	788.26
Net carrying amount as at 31 March 2024	402.73	41.98	5.51	450.22

Notes forming part of the standalone financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

2C Other intangible assets

	Internally Generated	Other than Internally Generated	Total
	Product Development Cost	Software	
Gross carrying amount as at 1 April 2022	158.89	857.15	1,016.04
Additions	57.31	32.79	90.10
Disposal/retirements/derecognition	133.99	400.24	534.23
Gross carrying amount as at 31 March 2023	82.21	489.70	571.91
Accumulated depreciation as at 1 April 2022	158.74	763.82	922.56
Amortisation charge for the year	1.30	45.40	46.70
Disposal/retirements/derecognition	133.99	400.24	534.23
Accumulated depreciation as at 31 March 2023	26.05	408.98	435.03
Gross carrying amount as at 1 April 2023	82.21	489.70	571.91
Additions	-	15.55	15.55
Disposal/retirements/derecognition	-	140.37	140.37
Gross carrying amount as at 31 March 2024	82.21	364.88	447.09
Accumulated depreciation as at 1 April 2023	26.05	408.98	435.03
Amortisation charge for the year	14.33	40.22	54.55
Disposal/retirements/derecognition	-	137.42	137.42
Accumulated depreciation as at 31 March 2024	40.38	311.78	352.16
Net carrying amount as at 31 March 2023	56.16	80.72	136.88
Net carrying amount as at 31 March 2024	41.83	53.10	94.93

2D Capital work-in-progress & Intangible Asset under Development

Capital work-in-progress	31 March 2024	31 March 2023
Opening balance	64.95	16.99
Additions	161.84	449.53
Capitalised during the year	(145.17)	(401.57)
Closing balance	81.62	64.95

Intangible Asset under Development	31 March 2024	31 March 2023
Opening balance	-	11.40
Additions	15.55	78.70
Capitalised during the year	(15.55)	(90.10)
Closing balance	-	-

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

As at 31 March 2024

Particulars	Amounts in Capital work-in-progress for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	81.62	-	-	-	81.62
Projects temporarily suspended	-	-	-	-	-
Total	81.62	-	-	-	81.62

As at 31 March 2023

Particulars	Amounts in Capital work-in-Progress for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	64.95	-	-	-	64.95
Projects temporarily suspended	-	-	-	-	-
Total	64.95	-	-	-	64.95

- There are no projects under progress/development, whose completion is overdue or has exceeded its cost as compared to its original plan.

2E Depreciation and amortization expense

	31 March 2024	31 March 2023
Depreciation of property, plant and equipment	450.07	440.01
Depreciation of right of use assets	258.71	272.65
Amortisation of intangible assets	54.55	46.70
	763.33	759.36

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

3 Investment

	31 March 2024	31 March 2023
Investment in subsidiaries		
Investments in equity instruments of subsidiaries (at amortised cost) (Unquoted)		
Birlasoft Computer Corporation, USA	469.36	469.36
A wholly owned subsidiary company incorporated in USA [204,082 (Previous year 204,082) common stock of issued equity, no par value]		
Birlasoft Solutions ME FZE	25.41	25.41
A wholly owned subsidiary company incorporated in Dubai [1 (Previous year 1) equity share of nominal value of AED 1,000,000]		
Birlasoft Solutions Inc, USA	2,879.17	2,879.17
A wholly owned subsidiary company incorporated in USA [12,467 (Previous year 12,467) Equity stock without par value fully paid-up]		
Birlasoft Inc, USA	25.90	25.90
A wholly owned subsidiary company incorporated in USA [10,000,000 (Previous year 10,000,000) Equity shares of par value USD 0.05 each fully paid up]		
Birlasoft Solutions France	215.97	215.97
A wholly owned subsidiary company incorporated in France [100,000 (Previous year: 100,000) Equity stock of Euro 1 each fully paid-up]		
Birlasoft Solutions Ltda	0.04	0.04
A subsidiary of Birlasoft Solutions Inc [1,000 (Previous year 1,000) shares of Brazilian Reas 1 each fully paid-up]		
Birlasoft Sdn Bhd	0.00*	0.00*
A wholly owned subsidiary company incorporated in Malaysia [5,000 (Previous year 5,000) equity shares of MYR 1 each fully paid-up]		
Birlasoft Solutions Limited	47.49	47.49
A wholly owned subsidiary company incorporated in UK [500,000 (Previous year 500,000) Equity Shares of £ 1 fully paid-up]		
Investments in bonds at amortised cost (unquoted)	197.32	551.06
Investments in index funds at amortised cost (quoted)	204.53	192.63
Investments in term deposits with financial institutions at amortised cost (unquoted)	2,457.75	-
	6,522.94	4,407.03
*represents amount less than 0.01 million.		
Notes:		
Aggregate Market value of quoted investment	205.17	191.71
Aggregate book value of quoted investment	204.53	192.63
Aggregate value of unquoted investment	6,318.41	4,214.40
Aggregate amount of impairment in the value of investment	-	-

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

4 Other financial assets

(Valued at amortised cost) (Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Fixed deposits with banks (Refer note (ii) below)	1.60	1.76
Security deposits	157.82	154.43
	159.42	156.19

Notes:

- (i) Information about the Company's exposure to interest rate risk and liquidity risk is disclosed in note 26.
(ii) Bank deposits include ₹ 1.60 million (previous year ₹ 1.76 million) held as margin money against bank guarantees.

5 Deferred tax assets

	31 March 2024	31 March 2023
Deferred tax assets	507.49	673.78
Deferred tax liabilities	110.47	189.68
Net deferred tax asset	397.02	484.10

For details, refer Note 36.

6 Other non-current assets

(Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Capital advances	-	3.90
Prepaid expenses	4.12	4.58
Contract Fulfillment Cost	88.41	19.14
	92.53	27.62

7 Current investments

	31 March 2024	31 March 2023
Investments in Mutual funds measured at fair value through Profit or Loss (quoted)	2,439.34	1,046.18
Investment in bonds at amortised cost (unquoted)	873.45	167.74
Investment in term deposits with financial institutions at amortised cost (unquoted)	2,376.36	1,886.00
	5,689.15	3,099.92

Notes:

Aggregate market value of quoted investment	2,439.34	1,046.18
Aggregate book value of quoted investment	2,439.34	1,046.18
Aggregate value of unquoted investment	3,249.81	2,053.74
Aggregate amount of impairment in the value of investment	-	-

Note:

The details of aggregate value of quoted/unquoted investments and the Company's exposure to liquidity risk and credit risk are disclosed in note 26.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

8 Trade receivables

(valued at amortised cost) (Unsecured)

	31 March 2024	31 March 2023
A Billed		
Trade Receivables considered good	3,574.98	2,169.11
Trade Receivables - which have significant increase in credit risk	32.99	-
Trade Receivables - credit impaired	-	32.91
	3,607.97	2,202.02
Less: Allowances for bad and doubtful trade receivables	222.13	508.42
	3,385.84	1,693.60
B Unbilled	155.96	151.41
	3,541.80	1,845.01

Notes:

- (i) Trade receivables include due from related parties ₹ 2,402.54 million (Previous year ₹ 1,112.67 million) (Refer Note 27).
(ii) The Company's exposure to credit risk, currency risk and loss allowance related to trade receivables are disclosed in note 26.

Ageing of Trade Receivables as on 31 March 2024 is as below:

Particulars	Not Due	Outstanding from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Receivables - Billed							
Undisputed - considered good	552.20	2,965.60	55.70	-	1.48	-	3,574.98
Undisputed - which have significant increase in credit risk	13.70	0.85	13.18	5.26	-	-	32.99
Undisputed - credit impaired	-	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-	-
Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-	-
Subtotal	565.90	2,966.45	68.88	5.26	1.48	-	3,607.97
Less : Allowance for bad and doubtful receivables billed							222.13
							3,385.84
Trade Receivables - Unbilled							155.96
Total							3,541.80

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Ageing of Trade Receivables as on 31 March 2023 is as below:

Particulars	Not Due	Outstanding from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Receivables - Billed							
Undisputed - considered good	585.33	1,386.24	127.26	41.20	27.05	2.03	2,169.11
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed - credit impaired	10.83	22.08	-	-	-	-	32.91
Disputed - considered good	-	-	-	-	-	-	-
Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-	-
Subtotal	596.16	1,408.32	127.26	41.20	27.05	2.03	2,202.02
Less : Allowance for bad and doubtful receivables billed							508.42
							1,693.60
Trade Receivables - Unbilled							151.41
Total							1,845.01

9 Cash and bank balances

	31 March 2024	31 March 2023
9A Cash and cash equivalent (valued at amortised cost)		
Balances with banks		
- In current accounts	140.26	526.49
- Deposits with banks (with original maturity of 3 months or less)	391.95	1,404.89
Cheques in hand	-	1.60
	532.21	1,932.98
9B Bank balances other than cash and cash equivalent (valued at amortised cost)		
Current Account (unclaimed dividend) [Refer note (iii) below]	9.00	10.40
Current Account (CSR) (Note 41)	-	8.00
Deposits with banks (with remaining maturity of less than 12 months (Refer note ii below))	314.68	700.89
	323.68	719.29
	855.89	2,652.27

Notes:

- Information about the Company's exposure to credit risk, interest rate risk, foreign currency risk and liquidity risk is disclosed in note 26.
- Bank deposits include ₹ 35.88 million (previous year ₹ 74.46 million) held as deposits against bank guarantees.
- Unclaimed dividend - There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.
- Non-cash transactions relating to investing activities is Nil (previous year Nil).

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

10 Other current financial assets

(Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Financial assets measured at fair value through OCI		
Forward contracts designated as cash flow hedges	13.80	-
Financial assets measured at amortised cost		
Security deposits	5.76	1.23
Receivable from Subsidiaries	68.36	13.28
Other receivables (includes receivables from employees)	0.25	0.26
	88.17	14.77

Note:

- Information about the Company's exposure to credit risk, interest rate risk, foreign currency risk and liquidity risk is disclosed in note 26.

11 Other current assets

(Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Contract assets -from fixed price contracts (Refer note 29 b.)	264.30	61.30
Advance to suppliers	58.29	43.23
Employee Advances	7.92	13.34
Balances with statutory authorities	489.21	499.95
Prepaid expenses	278.42	297.10
Contract Fulfillment Cost	9.26	73.63
	1,107.40	988.55

12A Equity share capital

	31 March 2024	31 March 2023
Authorised:		
870,000,000 (Previous year 870,000,000) equity shares of ₹ 2 each.	1,740.00	1,740.00
	1,740.00	1,740.00
Issued subscribed and fully paid up:		
275,937,421 (Previous year 274,870,547) equity shares of ₹ 2 each fully paid up.	551.87	549.74
	551.87	549.74

12.1 Terms and rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 2 each. Each shareholder of equity shares is entitled to one vote per share and an equal right to dividend.

- The dividend proposed to be distributed to equity shareholders for the year ended 31 March 2024 by the Board of Directors in their meeting held on 29 April 2024 is ₹ 4.00/- per share (Previous year ₹ 2.00 per share) and is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

The amount of per share dividend recognized as distribution during the year to equity shareholders is as follows:

	(Amount in ₹)	
	31 March 2024	31 March 2023
Interim dividend for FY 2023-2024	2.50	-
Final dividend for FY 2022-2023	2.00	-
Interim dividend for FY 2022-2023	-	1.50
Final dividend for FY 2021-2022	-	3.00

12.3 During the year 2022-23, the Company had bought back 7,800,000 fully paid equity shares of ₹ 2 each for an aggregate amount of ₹ 3,900 million being 2.79% of the total paid up equity share capital at ₹ 500 per equity share ('Buyback'). Subsequent to the buyback, Capital redemption reserve of ₹ 15.6 million was created to the extent of share capital extinguished. Premium on buyback of ₹ 3,884.4 million was utilised from securities premium reserve. The transaction cost of buy-back of ₹ 55.4 million and corresponding tax on buy-back of ₹ 788.95 million were offset from retained earnings in previous year.

12.4 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive a share in the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

12.5 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Particulars	For the year ended 31 March 2024		For the year ended 31 March 2023	
	Number of shares	₹ in million	Number of shares	₹ in million
Equity shares				
At the beginning of the year	274,870,547	549.74	279,496,082	558.99
Less: Shares extinguished on Buy-back	-	-	(7,800,000)	(15.60)
Add: Issue of shares under share based payment scheme	1,066,874	2.13	3,174,465	6.35
Outstanding at the end of the year	275,937,421	551.87	274,870,547	549.74

12.6 Number of equity shares held by each shareholder holding more than 5% shares in the Company are as follows:

Name of the shareholders	Number of shares as at 31 March 2024	% of shares held	Number of shares as at 31 March 2023	% of shares held
National Engineering Industries Limited	107,736,274	39.04%	107,736,274	39.20%

12.7 Number of equity shares held by promoters in the Company are as follows:

Name of the promoter	Number of shares as at 31 March 2024	% of shares held	Number of shares as at 31 March 2023	% of shares held	% change during the year
National Engineering Industries Limited*	107,736,274	39.04%	107,736,274	39.20%	-0.15%
Central India Industries Ltd*	5,169,511	1.87%	5,169,511	1.88%	-0.01%

*% change is due to ESOP allotment during the year.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

12.8 In the period of five years immediately preceding reporting date, aggregate number of equity shares:

	31 March 2024	31 March 2023
Issued for consideration other than cash (pursuant to Composite scheme of arrangement) in the financial year 2018-2019	76,645,066	76,645,066
Bought back in the financial year 2022-2023	7,800,000	7,800,000

12.9 Shares reserved for issue under options

Details of shares reserved under share based payment plans is disclosed in note 35.

12.10 Capital Management

The Company's objective is to safeguard its ability to continue as a going concern and to maintain investor, creditor and market confidence and to maximize shareholder value. In order to fulfil its objective, the management of the Company monitors the return on capital as well as the level of dividends to ordinary shareholders.

	31 March 2024	31 March 2023
Trade payables	2,068.96	1,045.72
Less: cash and cash equivalents (Note 9A)	532.21	1,932.98
Net payable	1,536.75	-
Equity share capital	551.87	549.74
Total Capital	551.87	549.74
Capital and net payable	2,088.62	549.74

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

12B Other equity

	31 March 2024	31 March 2023
Share application money pending allotment		
Opening balance	-	-
Add: Application money received during the year	98.54	129.17
Less: Transfer on allotment of equity shares	(98.54)	(129.17)
	-	-
Capital Redemption Reserve		
Opening balance	55.60	40.00
Add: Buy-back of equity shares	-	15.60
	55.60	55.60
Securities premium Account		
Opening balance	813.68	4,459.01
Add: Premium on shares issued for exercised options	96.41	122.82
Add: Transferred from employee stock option	93.10	116.25
Less: Buy-Back of equity shares	-	(3,884.40)
	1,003.19	813.68

Notes forming part of the standalone financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

	31 March 2024	31 March 2023
Share based payment reserve		
Opening balance	397.65	225.15
Add: Share based payments to employees	617.92	288.75
Less: Transfer to securities premium on account of employee stock option	(93.10)	(116.25)
Less: Transfer to retained earnings on account of stock options cancelled.	(13.45)	-
	909.02	397.65
Amalgamation reserve	51.40	51.40
Retained earnings		
Opening balance	10,493.88	10,599.69
Add: Profit for the year	2,987.39	2,003.64
Less: Dividend	(1,239.65)	(1,249.50)
Less: Buy-back of equity shares	-	(15.60)
Less: Tax on buy-back of equity shares	-	(788.95)
Less: Expenses for buy-back of equity shares	-	(55.40)
Add: Transfer from share based payment Reserve	13.45	-
	12,255.07	10,493.88
Remeasurement of the net defined benefit Plans (Refer note 30)		
Opening balance	(99.89)	(96.46)
Increase/decrease during the year	(54.61)	(3.43)
	(154.50)	(99.89)
Cash flow hedge reserve (Refer note 26.3)		
Opening balance	(52.68)	51.43
Increase/decrease during the year	63.01	(104.11)
	10.33	(52.68)
	14,130.11	11,659.64

(i) Capital redemption reserve

Represents the nominal amount of:

- Preference share capital: on redemption of 400,000, 0.01% cumulative redeemable preference shares.
- Equity share capital: On buy-back of 7,800,000 fully paid equity shares of ₹ 2/- each in earlier years.

The reserve can be utilised in accordance with the provisions of Section 69 of the Companies Act, 2013.

(ii) Amalgamation reserve

Represents the amount credited on account of cancellation of stock options issued pursuant to the scheme of amalgamation and acquisition.

(iii) Securities premium reserve

Securities premium is used to record the premium received on issue of shares. It is utilized in accordance with the provisions of the Companies Act, 2013.

(iv) Share based payment reserve

The Company has established various equity-settled share based payment plans for certain categories of employees of the Company. Refer note 35 for further details.

(v) Share application money pending allotment

The Company has established various equity-settled share based payment plans for certain categories of employees of the Company. This pertains to application money received from employees pending allotment and issue of shares under share based payment scheme.

Notes forming part of the standalone financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

13 Lease liabilities - non-current (valued at amortised cost)

	31 March 2024	31 March 2023
Lease liabilities (Refer note 32)	214.05	577.24
	214.05	577.24

Note:

- Information about the Company's exposure to foreign currency risk, interest rate risk and liquidity risk is disclosed in note 26.

14 Other non-current financial liabilities (valued at amortised cost)

	31 March 2024	31 March 2023
Accrued employee costs	37.16	21.93
	37.16	21.93

15 Provisions - non-current

	31 March 2024	31 March 2023
Provision for employee benefits		
- Compensated absences	278.93	195.45
- Gratuity fund plan liabilities (Refer note 30(2))	426.87	287.74
Other provisions		
- Provision for decommissioning liability (Refer note 34(2))	3.35	4.23
	709.15	487.42

16 Lease liabilities - current (valued at amortised cost)

	31 March 2024	31 March 2023
Lease liabilities (Refer note 32)	269.95	309.91
	269.95	309.91

Note:

- Information about the Company's exposure to foreign currency risk, interest rate risk and liquidity risk is disclosed in note 26.

17 Trade payables (valued at amortised cost)

	31 March 2024	31 March 2023
Trade payables		
Total outstanding dues of micro enterprises and small enterprises (MSME) (Refer note 28)	22.25	11.63
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,046.71	1,034.09
	2,068.96	1,045.72

Notes:

- Trade payables include due to related party ₹ 976.75 million (Previous year ₹ 91.63 million) (refer note 27).
- Information about the Company's exposure to foreign currency risk and liquidity risk is disclosed in note 26.

Notes forming part of the standalone financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Ageing of Trade Payables as on 31 March 2024 is as below:

Particulars	Not Due	Outstanding for the following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Disputed due - MSME*	-	-	-	-	-	-
MSME	17.82	4.43	-	-	-	22.25
Disputed due - Other	-	-	-	-	-	-
Other	70.05	819.84	216.37	-	-	1,106.26
	87.87	824.27	216.37	-	-	1,128.51
Unbilled dues						940.45
Total						2,068.96

Ageing of Trade Payables as on 31 March 2023 is as below:

Particulars	Not Due	Outstanding for the following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Disputed due - MSME*	-	-	-	-	-	-
MSME	10.37	1.26	-	-	-	11.63
Disputed due - Other	-	-	-	-	-	-
Other	166.36	42.65	25.89	-	-	234.90
	176.73	43.91	25.89	-	-	246.53
Unbilled dues						799.19
Total						1,045.72

18 Other current financial liabilities

	31 March 2024	31 March 2023
Financial liabilities measured at fair value through OCI		
Forward contracts designated as cash flow hedges	-	70.40
Financial liabilities measured at amortised cost		
Accrued employee costs	999.74	551.93
Unclaimed dividend	9.00	10.40
Payables in respect of property, plant and equipment and intangible assets	1.50	1.68
Security deposits	0.43	0.43
Payable to subsidiaries (Refer note 27)	411.49	37.19
	1,422.16	672.03

Note:

- (i) Information about the Company's exposure to interest rate risk, foreign currency risk and liquidity risk is disclosed in note 26.

Notes forming part of the standalone financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

19 Other current liabilities

	31 March 2024	31 March 2023
Unearned revenue	7.86	32.66
Advances from customers	6.49	22.01
Statutory due payable	410.98	428.46
Others *	3.03	-
	428.36	483.13

* Others includes amount deducted from employee's salary towards Employees Benevolent Fund deposits.

20 Provisions - current

	31 March 2024	31 March 2023
Provision for employee benefits		
- Compensated absences	112.50	97.41
- Gratuity fund plan liabilities (Refer note 30 (2))	96.11	86.44
Other provisions		
- Provision for Onerous Contracts	4.70	-
- Provision for decommissioning liability (Refer note 34(2))	0.23	-
	213.54	183.85

21 Revenue from operations

	31 March 2024	31 March 2023
Software services (Refer note 29)	26,445.27	24,172.43
	26,445.27	24,172.43

22 Other income

	31 March 2024	31 March 2023
Interest income	434.66	179.76
Dividend from subsidiary	411.28	-
Profit on sale of property, plant and equipment and intangible assets (net)	5.69	-
Gain on sale/redemption of mutual funds (net)	79.58	96.68
Fair value gain on financial assets (investments) at fair value through profit or loss	14.51	1.93
Foreign exchange gain (net)	28.22	59.77
Other non operating income (mainly includes insurance claims)(net of expenses directly attributable to such income)	6.26	3.57
Miscellaneous Income	3.03	-
	983.23	341.71

23 Employee benefits expense

	31 March 2024	31 March 2023
Salaries and wages	17,025.05	15,706.31
Contribution to provident fund (Refer note 30(1))	679.22	626.90
Gratuity expense (Refer note 30(2))	136.47	134.08
Share based compensation to employees (Refer note 35)	424.09	173.93
Staff welfare expenses	81.48	52.31
	18,346.31	16,693.53

Notes forming part of the standalone financial statements

for the year ended 31 March 2024 (Amount in ₹ million, unless otherwise stated)

24 Finance costs

	31 March 2024	31 March 2023
Interest on lease liabilities (Refer note 32)	60.90	86.83
Other Interest expense	8.31	11.61
	69.21	98.44

25 Other expenses

	31 March 2024	31 March 2023
Cost of service delivery	522.15	464.18
Cost of professional sub-contracting	586.69	491.80
Travel and overseas expenses (net)	202.22	203.57
Transport and conveyance (net)	70.07	37.08
Recruitment and training expenses	307.85	407.81
Power and fuel	73.68	68.23
Rent (Refer note 32)	15.68	9.79
Repairs and maintenance		
- Buildings	200.31	158.27
- Plant and Equipment	52.35	16.84
- Software	644.70	558.25
- Others	70.80	110.13
Insurance	77.24	36.24
Rates and taxes	64.44	17.73
Communication expenses	77.50	88.99
Legal and professional fees	847.05	929.70
Marketing expenses	49.74	17.34
Loss on sale of property, plant and equipment and intangible assets (net)	-	7.60
Auditors remuneration		
- Audit fees	11.80	10.00
- Limited review of quarterly results	2.63	2.50
- Fees for other services	1.50	0.90
- Out of pocket expenses reimbursed	0.35	0.09
Bad debts written off	491.02	156.71
Provision for doubtful debts and advances	(285.44)	300.19
Contributions towards corporate social responsibility (Refer note 41)	63.31	60.41
Miscellaneous expenses	139.58	136.48
	4,287.22	4,290.83

Note:

Certain expenses are net of recoveries/reimbursements from customers.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024 (Amount in ₹ million, unless otherwise stated)

26 Financial Instruments

26.1 Financial Instruments by category

The carrying value and fair value of financial instruments by categories as on 31 March 2024 are as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
Financial Assets					
Investments (Other than Subsidiaries)	6,109.41	2,439.34	-	8,548.75	8,549.39
Trade receivables	3,541.80	-	-	3,541.80	3,541.80
Cash and cash equivalents	532.21	-	-	532.21	532.21
Other balances with banks	323.68	-	-	323.68	323.68
Other financial assets	233.79	-	13.80	247.59	247.59
Total Financial Assets	10,740.89	2,439.34	13.80	13,194.03	13,194.67
Financial Liabilities					
Lease liabilities	484.00	-	-	484.00	484.00
Trade payables	2,068.96	-	-	2,068.96	2,068.96
Other financial liabilities	1,459.32	-	-	1,459.32	1,459.32
Total Financial Liabilities	4,012.28	-	-	4,012.28	4,012.28

The carrying value and fair value of financial instruments by categories as on 31 March 2023 were as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
Financial Assets					
Investments (Other than Subsidiaries)	2,797.43	1,046.18	-	3,843.61	3,842.69
Trade receivables	1,845.01	-	-	1,845.01	1,845.01
Cash and cash equivalents	1,932.98	-	-	1,932.98	1,932.98
Other balances with banks	719.29	-	-	719.29	719.29
Other financial assets	170.96	-	-	170.96	170.96
Total Financial Assets	7,465.67	1,046.18	-	8,511.85	8,510.93
Financial Liabilities					
Lease liabilities	887.15	-	-	887.15	887.15
Trade payables	1,045.72	-	-	1,045.72	1,045.72
Other financial liabilities	623.56	-	70.40	693.96	693.96
Total Financial Liabilities	2,556.43	-	70.40	2,626.83	2,626.83

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

26.2 Fair value hierarchy

Financial assets and liabilities include cash and cash equivalents, other balances with banks, trade receivables (including unbilled), other financial assets, trade payables and other financial liabilities whose fair values approximate their carrying amounts largely due to the short term nature of such assets and liabilities. Fair value of lease liabilities approximate its carrying amounts, as lease liabilities are valued using the discounted cash flow method.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This level of hierarchy include Company's over the counter (OTC) derivative contracts.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following methods and assumptions were used to estimate the fair values:

- i) The fair value of the quoted bonds and mutual funds are based on price quotations at reporting date.

The following table presents fair value hierarchy of financial assets and liabilities as on 31 March 2024 :

Particulars	As at 31 March 2024	Fair value measurement as at		
		Level 1	Level 2	Level 3
Investments in Mutual funds and Index Funds(quoted)	2,643.87	2,643.87	-	-
Investments in Bonds (unquoted)	1,070.77	-	1,070.77	-
Investments in Term deposits(unquoted)	4,834.11	-	4,834.11	-
Forward contract (Liability) designated as cash flow hedge	13.80	-	13.80	-

The following table presents fair value hierarchy of assets and liabilities measured as on 31 March 2023 :

Particulars	As at 31 March 2023	Fair value measurement as at		
		Level 1	Level 2	Level 3
Investments in Mutual funds (quoted)	1,238.81	1,238.81	-	-
Investments in Bonds (unquoted)	718.80	-	718.80	-
Investments in term deposits(unquoted)	1,886.00	-	1,886.00	-
Forward contract designated as cash flow hedge	(70.40)	-	(70.40)	-

26.3 Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company risk management framework. The board of directors has established the Risk Management Committees, which is responsible for developing and monitoring the Company's risk management policies. The Company has exposure to the following risks arising from financial instruments.

a. Credit risk

Credit risk is the risk of financial losses to the Company if a customer or counterparty to financial instruments fails to discharge its contractual obligations and arises primarily from the Company's receivables from customers amounting to ₹ 3,607.97 million and ₹ 2,202.02 million and unbilled revenue amounting to ₹ 155.96 million and ₹ 151.41 million as on 31 March 2024 and 31 March 2023 respectively. To manage this, the Company periodically assesses the key accounts receivable balances. Credit risk on derivative instruments is generally low as the Company enters into derivative contracts

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

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with reputed banks. As per Ind AS 109 : Financial Instruments, the Company uses expected credit loss model to assess the impairment loss or gain.

The carrying amount of trade and other receivables and other financial assets represents the maximum credit exposure.

i. Trade receivables

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Company has a dedicated sales team at each geography which is responsible for collecting dues from the customer within stipulated period. The management reviews status of critical accounts on a regular basis.

ii. Impairment

Movement in the allowance for impairment in respect of trade and other receivables

Particulars	31 March 2024	31 March 2023
Opening balance	508.42	208.42
Provision made	199.60	452.49
Provision reversed	5.90	5.7
Provision utilised	480.43	156.71
Translation exchange difference	0.44	9.92
Closing balance	222.13	508.42

iii. Cash and bank balances

The Company held cash and bank balances of ₹ 855.89 million and ₹ 2,652.27 million as on 31 March 2024 and 31 March 2023 respectively. The cash and bank balances are held with banks which have high credit ratings assigned by international credit rating agencies.

iv. Guarantees

The Company's policy is to provide financial guarantees on behalf of subsidiaries. The Company has issued the guarantees to certain banks in respect of credit facilities granted to its subsidiaries. There are Nil external borrowings in subsidiaries as on 31 March 2024 and 31 March 2023.

v. Investment

The Company invests surplus funds in mutual fund schemes, bonds and fixed deposits. The mutual funds are regulated by Securities and Exchange Board of India (SEBI). The Company manages the risk through diversification and by placing limits on individual instruments. Investments of surplus funds are made only with approved counterparties having a good market reputation and within credit limits assigned to each counterparty.

b. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has a view of maintaining liquidity and to take minimum possible risk while making investments. In order to maintain liquidity, the Company invests its excess funds in short term liquid assets like liquid mutual funds and bonds.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

The liquidity position at each reporting date is given below:

Particulars	31 March 2024	31 March 2023
Cash and cash equivalents	532.21	1,932.98
Other balances with banks (excluding unclaimed dividend)	314.68	700.89
Investments in Mutual funds and Index Funds (quoted) (non-trade)	2,643.87	1,238.81
Investments in term deposits(unquoted)	4,834.11	1,886.00
Investments in bonds (Unquoted)(non-trade)	1,070.77	718.80
Fixed deposits with banks	1.60	1.76
Total	9,397.24	6,479.24

The following are the remaining undiscounted contractual maturities of financial liabilities as on 31 March 2024.

Particulars	Less than 1 year	1-2 years	2-4 years	4-5 years	> 5 years	Total
Trade payables	2,068.96	-	-	-	-	2,068.96
Lease liabilities on undiscounted basis	240.93	187.00	61.36	11.35	38.55	539.19
Other financial liabilities	1,459.32	-	-	-	-	1,459.32

The following are the remaining undiscounted contractual maturities of financial liabilities as on 31 March 2023.

Particulars	Less than 1 year	1-2 years	2-4 years	4-5 years	> 5 years	Total
Trade payables	1,045.72	-	-	-	-	1,045.72
Lease liabilities on undiscounted basis	375.76	289.68	278.68	15.81	50.48	1,010.41
Other financial liabilities	693.96	-	-	-	-	693.96

c. Market risk

Market risk is a risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

i. Foreign currency risk

Significant portion of the Company's revenues are in foreign currencies, while a significant portion of the costs are in Indian rupee i.e. functional currency of the Company. The foreign currencies to which the Company is majorly exposed to are US Dollars, Euros and Pound Sterling.

The Company evaluates net exchange rate exposure based on current revenue projections and expected volatility in the market and covers its exposure up to 75% on net basis. For this purpose the Company uses foreign currency derivative instruments such as forward covers to mitigate the risk. The counterparty to these derivative instruments is a bank. The Company has designated certain derivative instruments as cash flow hedge to mitigate the foreign exchange exposure of highly probable forecasted cash flows.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

a. Foreign Currency Sensitivity

The following table demonstrates the sensitivity to a reasonable possible change in US Dollars, Euros, Pound Sterling and Other currencies with all other variables constant:

Currency	Fluctuation	Impact on pre-tax profit	
		31 March 2024	31 March 2023
US Dollars	+1%	6.68	1.64
	-1%	(6.68)	(1.64)
Euros	+1%	0.25	0.22
	-1%	(0.25)	(0.22)
Pound Sterling	+1%	5.73	6.39
	-1%	(5.73)	(6.39)
Other	+1%	3.31	1.21
	-1%	(3.31)	(1.21)

b. Derivative assets and liabilities designated as cash flow hedges

In accordance with its risk management policy and business plan the Company has hedged its cash flows. The Company enters into derivative contracts to offset the foreign currency risk arising from the amounts denominated in currencies other than in Indian rupees. The counter party to the Company's foreign currency contracts is a bank. These contracts are entered into to hedge the foreign currency risks of firm commitments (sales orders) and highly probable forecast transactions. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The following are the outstanding GBP/USD/EUR: INR Currency Exchange Contracts entered into by the Company which has been designated as Cash Flow Hedges:

Particulars	31 March 2024		31 March 2023	
	Foreign Currency	₹	Foreign Currency	₹
EUR	6.35	587.44	6.44	573.99
USD	95.67	8,041.94	92.00	7,559.15
GBP	7.36	779.14	6.45	653.63

The forward contracts entered have maturity between 30 days to 11 months from the Balance Sheet date.

The movement in the hedging reserve for derivatives, which have been designated as Cash Flow Hedges, is as follows:

Particulars	31 March 2024	31 March 2023
Balance at the beginning of the year	(52.68)	51.43
Gains/(losses) recognised in Other Comprehensive Income	84.20	(139.13)
Deferred tax on fair value of effective portion of cash flow hedges	(21.19)	35.02
Balance at the end of the year	10.33	(52.68)

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

iii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily with Company's fixed and floating rate instruments. There is no open exposure of floating rate instrument. The interest rate profile of the Company's interest-bearing financial instruments is as follows:

Particulars	31 March 2024	31 March 2023
Fixed rate instruments		
Financial assets	6,613.12	4,646.15
Floating rate instruments		
Financial assets	-	-

27 Related party disclosures

A. Relationship between the parent and its subsidiaries

Relationship	Name of related party
Subsidiary Companies (Direct holding)	Birlasoft Solutions Inc., USA
	Birlasoft Solutions France, France
	Birlasoft Computer Corporation, USA
	Birlasoft Solutions ME FZE, UAE
	Birlasoft Solutions Limited, UK
	Birlasoft Sdn. Bhd., Malaysia
Subsidiary Companies (Indirect holding)	Birlasoft Inc., USA
	Birlasoft Consulting Inc., USA (Subsidiary of Birlasoft Solutions Inc., USA)
	Birlasoft Technologies Canada Corporation, Canada (Subsidiary of Birlasoft Computer Corporation, USA)
	Birlasoft Solutions Ltda., Brazil (Subsidiary of Birlasoft Solutions Inc, USA)
	Birlasoft Solutions GmbH, Germany (Subsidiary of Birlasoft Solutions Ltd. UK)
	Birlasoft (UK) Limited, UK (Subsidiary of Birlasoft Inc)
	Birlasoft Solutions Mexico, S.A. DE C.V., Mexico (Subsidiary of Birlasoft Solutions Inc, USA)
Enablepath, LLC, USA (Subsidiary of Birlasoft Inc.) [#]	
Enterprise having significant influence over the entity	National Engineering Industries Limited
	Central India Industries Limited
Public Company in which a director is a director and holds, along with his relatives, greater than 2% of its paid-up share capital	Orient Cement Limited
	Orient Electric Limited
	CK Birla Healthcare Private Limited
	The East Indian Produce Co. Ltd.

Notes forming part of the standalone financial statements

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(Amount in ₹ million, unless otherwise stated)

B. List of Key Management Personnel

Key Management Personnel ('KMP')		
Amita Birla		Chairman and Non-Executive Director
Chandrakant Birla		Non-Executive Director
Anant Talaulicar (upto 20 October 2022)		Independent Director
Alka Bharucha (upto 22 May 2023)		Independent Director
Ashok Kumar Barat (upto 14 January 2024)		Independent Director
Ananth Sankaranarayanan		Independent Director
Nandita Gurjar (upto 14 January 2024)		Independent Director
Satyavati Berera (w.e.f 31 October 2023)		Independent Director
Nidhi Killawala (w.e.f. 15 December 2023)		Independent Director
Manish Choksi (w.e.f 16 January 2024)		Independent Director
Dharmander Kapoor (upto 30 November 2022)		Chief Executive Officer & Managing Director
Angan Guha (w.e.f. 1 December 2022)		Chief Executive Officer & Managing Director
Kamini Shah (w.e.f. 3 April 2023)		Chief Financial Officer
Sneha Padve		Company Secretary

C. List of other related parties with whom there are transactions	
	CK Birla Corporate Services Limited* Khaitan & Co. LLP GMMCO Limited

D. List of relatives of Director's and KMP's with whom there are transactions	
	Siddhant Padve

* As the Company and CK Birla Corporate Services Limited use the same 'CK Birla' brand and are disclosed as being part of the same 'Group' on the website operated by CK Birla Corporate Services Limited, from a good governance perspective the transaction is being reported as a 'related party transaction' under the applicable accounting standards.

[#] The management approved and authorized the merger of Enablepath, LLC (Subsidiary of Birlasoft Inc.) into Birlasoft Inc. upon the terms and conditions as set forth in the Agreement and Plan of Merger, effective 01 April 2023.

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The unearned revenue primarily relate to the advance consideration received on contracts entered with customers for which no work is performed at the reporting date, and therefore revenue will be recognized when rights become unconditional.

d. Changes in unearned revenue

Particulars	31 March 2024	31 March 2023
Balance at the beginning of the year	32.66	52.62
Revenue recognised that was included in the unearned revenues balance at the beginning of the year	32.66	52.62
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	7.86	32.66
Balance at the end of the year	7.86	32.66

e. Performance Obligation

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially) satisfied performance obligations, along with the broad time band for the expected time to recognise those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revalidations of the estimates, economic factors (changes in currency rates, tax laws etc).

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) are as follows:

Particulars	31 March 2024	31 March 2023
Within one year	916.17	949.59
More than one year	161.82	1.65

f. Contract Fulfillment Cost:

The Company recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognized is amortized on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

Particulars	31 March 2024	31 March 2023
Opening Balance	92.77	109.17
Cost incurred during the period qualifying as contract fulfillment cost	120.37	93.91
Amortized in the reporting period	115.47	110.31
Closing balance	97.67	92.77

Notes forming part of the standalone financial statements for the year ended 31 March 2024

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g. Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	31 March 2024	31 March 2023
Contracted price	26,833.48	24,485.25
Reductions towards variable consideration components (included in contract) *	388.21	312.82
Revenue recognised	26,445.27	24,172.43

*The reduction towards variable consideration comprises of volume discounts, service level credits, etc.

30 Details of employee benefits as required by Ind AS 19 - "Employee benefits are as under":

1 Defined contribution plan - Provident fund

Amount recognized as an expense in the Statement of Profit and Loss in respect of defined contribution plan is ₹ 679.22 million (Previous year ₹ 626.9 million).

2 Defined benefit plan

Defined benefit plan - Funded

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Gratuity is a benefit to an employee in India based on 15 days of last drawn salary for each completed year of service with a vesting period of 5 years.

These defined benefit plans expose the Company to actuarial risks, such as longevity risk and interest rate risk.

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2024	31 March 2023
Present value of defined benefit obligation at the beginning of the year	636.58	600.95
Current service cost	109.12	110.52
Interest cost	46.53	41.11
Liability transferred in	-	0.44
Actuarial loss/(Gain) recognized in other comprehensive income		
a) changes in demographic assumptions	13.18	(7.06)
b) changes in financial assumptions	36.33	(4.86)
c) experience adjustments	18.12	14.95
Benefits paid	(72.83)	(119.47)
Present value of defined benefit obligation at the end of the year	787.03	636.58

Changes in the plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2024	31 March 2023
Fair value of plan assets at the beginning of the year	262.40	256.53
Actual return on plan assets	19.18	17.55
Assets transferred in	-	0.44
Employer contribution	19.99	-
Benefits paid	(32.17)	(10.57)
Adjustments to return on plan assets	(5.35)	(1.55)
Fair value of plan assets at the end of the period	264.05	262.40

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

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Analysis of defined benefit obligation	31 March 2024	31 March 2023
Present value of obligation as at the end of the year	787.03	636.58
Fair value of plan assets	264.05	262.40
Net (asset)/liability recognized in the Balance Sheet	522.98	374.18

Components of employer expenses/remeasurement recognized in the Statement of Profit and Loss	31 March 2024	31 March 2023
Current service cost	109.12	110.52
Interest cost (net)	27.35	23.56
Expenses recognized in the Statement of Profit and Loss	136.47	134.08

Components of employer expenses/remeasurement recognized in the Other Comprehensive Income (OCI)	31 March 2024	31 March 2023
Actuarial loss/(gain) for the year on obligations	67.63	3.03
Actuarial loss/(gain) for the year on assets	5.35	1.55
Net (income)/expense recognized in the OCI	72.98	4.58

Actuarial assumptions:	31 March 2024	31 March 2023
Discount rate	7.18%	7.31%
Salary escalation		
- For next 1 year	7.50%	7.00%
- Future years thereafter	6.50%	6.00%
Attrition Rate		
- 2 years and below	25.00%	35.00%
- 3 years to 4 years	25.00%	25.00%
- 5 years and above	15.00%	15.00%

- The discount rate is based on prevailing yields of Indian Government Securities as at the Balance Sheet date for the estimated term of the obligation.
- Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
- Assumptions regarding future mortality rates are the rates as given under Indian Assured Lives Mortality (2012-14) Ultimate.

Major categories of plan assets (as percentage of total plan assets)

Particulars	31 March 2024	31 March 2023
Funds managed by insurer	100%	100%

Expected contribution for the next Annual reporting period.

Particulars	31 March 2024	31 March 2023
Service cost	148.78	109.12
Net interest cost	37.55	27.35
Expected expense for the next annual reporting period	186.33	136.47

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for the year ended 31 March 2024

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Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Projected benefit obligation on current assumptions	31 March 2024		31 March 2023	
	Defined benefit obligation		Defined benefit obligation	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(37.20)	41.06	(28.64)	31.53
Future salary growth (1% movement)	43.87	(40.94)	34.73	(32.38)
Demographic Assumptions (1% movement)	(4.24)	4.17	(1.28)	1.12

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these not calculated.

Maturity profile of defined benefit plan

Projected benefits payable in future years from the date of reporting	31 March 2024	31 March 2023
Within 1 year	96.11	86.41
1-2 year	93.04	84.38
2-3 year	98.56	79.54
3-4 year	104.04	79.97
4-5 year	95.95	78.24
5-6 year	359.01	282.30
Thereafter	370.68	281.06

Weighted average assumptions used to determine net periodic benefit cost

Particulars	31 March 2024	31 March 2023
For Birlasoft Limited		
Number of active members	10,686	10,736
Per month salary cost for all active members (₹ million)	490.52	439.29
Weighted average duration of the projected benefit obligation (years)	7.00	8.00
Average expected future service (years)	4.00	4.00
Projected benefit obligation (PBO)	787.03	636.58

31 Segment information

Where a financial report contains both consolidated financial statements and separate financial statements of the parent, segment information needs to be presented only in case of consolidated financial statements. Accordingly, segment information has been provided only in the consolidated financial statements.

Notes forming part of the standalone financial statements

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- b. The Company has filed an appeal before Central Excise and Service Tax Appellate Tribunal against the order received from Commissioner (Appeals - I), Central Excise & Service Tax, Pune for the period April 2010 to June 2012 demanding service tax on:
- ₹ 4.79 million (Previous year ₹ 4.79 million) towards the amount of expenditure against reimbursement of expenses.
- c. Department has filed an appeal against the Company in the following cases:
- ₹ 469.65 million (Previous year ₹ 469.65 million) towards Service Tax on the amount received by branches from overseas clients on behalf of the Company for the period October 2006 to March 2014, under the head 'Business Auxiliary Services' and expenditure made in foreign currency with the Hon'ble Supreme Court of India.
 - ₹ 28.60 million (Previous year ₹ 28.60 million) towards Service Tax refund granted for the period April 2006 to March 2008 with the Hon'ble Bombay High Court.

(ii) Income tax matters

The Income Tax Department has filed appeals for various years with Hon'ble Delhi High Court predominantly contesting a) the set off of losses of STP unit against Non STP unit b) deduction claimed by the Company u/s 10A of the Income-tax Act, 1961 and c) the Arm's Length Price of the transactions entered with the related parties. The disputed tax amount is ₹ 601.90 million (previous year ₹ 601.90 million).

The Company has filed appeals with various appellate authorities for different assessment years. The key items for which appeals are filed are a) allowability of deduction claimed by the Company u/s 10A of the Income-tax Act, 1961 b) deduction under section 36 of the Income-tax Act, 1961, with respect to deposit of dues and c) disallowance of section 80G claim. The disputed tax amount is ₹ 90.80 million (previous year ₹ 108.75 million).

(iii) Other matters

These matters pertain to the Transferor Company acquired pursuant to the composite scheme.

- a. ₹ 19.47 million (previous year ₹ 19.47 million) (excluding interest) arising out of the Order passed by District Magistrate/Collector, Gautam Budha Nagar, imposing stamp duty of ₹ 12.98 million for alleged short payment of stamp duty along with penalty of ₹ 6.49 million in respect of the office space taken (since vacated) at D-195 , Sector 63 , Noida, Gautam Budha Nagar, Uttar Pradesh, India, by erstwhile Birlasoft (India) Ltd. (now merged with and into Birlasoft Limited). The matter has been remanded back by Hon'ble Supreme Court to Hon'ble Allahabad High Court for hearing it afresh. The matter is presently pending before Hon'ble Allahabad High Court.
- b. ₹ 7.20 million (previous year ₹ 7.20 million) (excluding interest) arising out of the Order passed by Additional District Magistrate/Collector, Gautam Budha Nagar, imposing stamp duty of ₹ 6.20 million for alleged short payment of stamp duty along with penalty of ₹ 1.00 million in respect of the office space taken (since vacated) at H-9, Sector 63 , Noida, Gautam Budha Nagar, Uttar Pradesh, India, by erstwhile Birlasoft (India) Ltd. (now merged with and into Birlasoft Limited). The Company has filed a Writ petition before Hon'ble Allahabad High Court for quashing of the Order.
- c. ₹ 1.08 million (previous year ₹ 1.08 million) arising out of the Demand Notice issued by Tamil Nadu Electricity Board, Chennai on account of purported short levy due to tariff difference. The Company has filed a Writ petition before the Hon'ble Madras High Court at Chennai, challenging such a demand. The Court heard the Arguments and directed the respondent Board TNEB to file appropriate petition before the Tamil Nadu Electricity Regulatory Commission for appropriate order passed by the Commission. Case disposed on

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26.08.2019. It is found that TNEB has not yet filed any application to that effect. Further, none of the other similar consumers such as Birlasoft have approached the TNERC. Once TNEB files an application before the TNERC and Birlasoft receives notice of the said application further proceedings will take place. There is yet not any finality on the alleged demand.

2 Provision for decommissioning liability

As per Ind AS 37, the Company has made provision for future lease restoration expense of ₹ 3.58 million (Previous year ₹ 4.23 million) in respect leased premises in Noida and Hyderabad. The same is expected to be utilized at the end of the lease period in 2024 and 2026.

Sr. No.	Particulars	31 March 2024	31 March 2023
1	Carrying amount as at beginning of the year	4.23	3.92
2	Additional provision made during the year	0.30	0.31
3	Amount paid/ utilized during the year	(0.95)	-
4	Carrying amount as at end of the year	3.58	4.23

3 Commitments:

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for:

- a. Property, plant and equipment - ₹ 39.72 million (Net of capital advances Nil) [Previous Year ₹ 156.68 million (Net of capital advances ₹ 3.9 million)].
- b. Intangibles - Nil (Net of capital advances Nil) [Previous Year ₹ 0.74 million (Net of capital advances Nil)].

35 Share based payments

1 Employee Stock Option Plan – 2006

The Board of Directors and the shareholders of the Company approved another Employees Stock Option Plan at their meeting in July 2006 and in August 2006, respectively. Pursuant to this approval, the Company instituted ESOP 2006, Plan in October, 2006. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the fair market value. The vesting of the options is 30%, 30% and 40% of total options granted after end of first, second and third year respectively from the date of grant. The maximum exercise period is 5 years from the date of vesting.

Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	74,400	58.74	190,800	58.74
Granted during the year	-	-	-	-
Forfeited/surrendered/Adjusted during the year	-	-	12,100	58.74
Exercised during the year	74,400	58.74	98,900	58.74
Lapsed during the year	-	-	5,400	58.74
Options outstanding at the end of year	-	-	74,400	58.74
Options exercisable at the end of the year	-	-	74,400	58.74

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

The weighted average share price of the options exercised under Employees Stock Option Scheme -2006 on the date of exercise during the year was ₹ 529.42 (Previous year ₹ 313.69).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	Nil
₹ 50 to ₹ 100	Nil	Nil	0.41	74,400
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Company recorded an employee compensation cost of Nil (Previous year Nil) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

2 Employee Stock Option Plan – 2015

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in April 2015 and August 2015, respectively. Pursuant to this approval, the Company instituted ESOP 2015 Plan in August 2015. The Nomination and Remuneration Committee of the Board of Directors of the Company (“NRC”) administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the fair market value. The vesting of the options is 30%, 30% and 40% of total options granted after end of first, second and third year respectively from the date of grant. The maximum exercise period is 5 years from the date of vesting.

Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	99,600	63.43	161,200	61.64
Adjusted for Corporate Action	-	-	-	-
Granted during the year	-	-	-	-
Forfeited/surrendered during the year	-	-	2,800	58.74
Exercised during the year	71,800	60.91	56,250	58.74
Lapsed during the year	5,600	58.74	2,550	58.74
Options outstanding at the end of year	22,200	72.77	99,600	63.43
Options exercisable at the end of the year	22,200	72.77	99,600	63.43

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

The weighted average share price of the options exercised under Employees Stock Option Scheme -2015 on the date of exercise during the year was ₹ 447.97 (Previous year ₹ 313.52).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	Nil
₹ 50 to ₹ 100	0.51	22,200	0.68	99,600
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Company recorded an employee compensation cost of Nil (Previous year Nil) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

Employee Stock Option Plan- 2006 and Employee Stock Option Plan- 2015 (Share based payment schemes of the Company) were administered by the Employee Welfare Trust (EWT). Under the Composite scheme of arrangement, 2019, the EWT was transferred to KPIT Technologies Limited (erstwhile KPIT Engineering Limited). Hence, Company has not done any further allotments against exercise of these options, as the same has been already allotted EWT during the previous years.

3 Employee Stock Option Plan – 2019

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in February 2019. Pursuant to this approval, the Company instituted ESOP 2019 Plan in February 2019. The Nomination and Remuneration Committee of the Board of Directors of the Company (“the NRC”) administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of such option. Option Granted under ESOP 2019 shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 3 (Three) years from the date of Grant. The vesting of the options is 30%, 30% and 40% of total options granted after end of first, second and third year respectively from the date of grant. The maximum exercise period is 4 years from the date of vesting.

Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	86,984	3.10	214,675	3.10
Granted during the year	-	-	-	-
Forfeited/surrendered during the year	-	-	-	-
Exercised during the year	86,984	3.10	127,691	3.10
Lapsed during the year	-	-	-	-
Options outstanding at the end of year	-	-	86,984	3.10
Options exercisable at the end of the year	-	-	86,984	3.10

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(Amount in ₹ million, unless otherwise stated)

The weighted average share price of the options exercised under Employees Stock Option Scheme -2019 on the date of exercise during the year was ₹ 287.75 (Previous year ₹ 293.91).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	86,984
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Company recorded an employee compensation cost of Nil (Previous year Nil) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

4 Share Incentive Plan – 2019

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in November 2019. Pursuant to this approval, the Company instituted Share Incentive Plan 2019 in November 2019. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of such option. The vesting of the options is 50% and 50% of total options granted after end of second and third year respectively from the date of grant. The maximum exercise period is 4 years from the date of vesting.

Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	3,809,036	268.41	6,309,753	207.26
Granted during the year	2,469,500	386.32	-	-
Forfeited/surrendered during the year	1,737,620	406.41	608,786	261.01
Exercised during the year	771,216	126.88	1,891,931	66.85
Lapsed during the year	-	-	-	-
Options outstanding at the end of year	3,769,700	311.00	3,809,036	268.41
Options exercisable at the end of the year	1,128,200	126.12	1,545,500	268.41

The weighted average share price of the options exercised under Share Incentive Plan - 2019 on the date of exercise during the year was ₹ 511.14 (Previous year ₹ 303.97).

Notes forming part of the standalone financial statements

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The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	Nil
₹ 50 to ₹ 100	0.50	868,000	1.25	1,479,036
Greater than ₹ 100	4.20	2,901,700	3.08	2,330,000

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model with the following assumptions:

Particulars	31 March 2024	31 March 2023
1. Exercise price (₹)	386.32	NA
2. Price of the underlying share in market at the time of the option grant (₹)	386.32	NA
3. Weighted average fair value of options granted (₹)	168.32	NA
4. Expected life of the option (years)	4.16	NA
5. Risk free interest rate (%)	6.88%	NA
6. Expected volatility (%)	49.70%	NA
7. Dividend yield (%)	1.26	NA

The Company recorded an employee compensation cost of ₹ 35.26 million (Previous year ₹ 74.83 million) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

5 Share Incentive Plan – 2019

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in November 2019. Pursuant to this approval, the Company instituted Share Incentive Plan 2019 in November 2019. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each Restricted Stock Unit carries with it the right to purchase one equity share of the Company. The Units have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of such unit. The vesting of the options is 50% and 50% of total units granted after end of second and third year respectively from the date of grant. The maximum exercise period is 4 years from the date of vesting.

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(Amount in ₹ million, unless otherwise stated)

Number and weighted average exercise prices of units granted, exercised and cancelled/lapsed during the financial year

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Units outstanding at the beginning of the year	181,608	2.00	1,439,255	2.00
Granted during the year	-	-	-	-
Forfeited/surrendered during the year	-	-	102,804	2.00
Exercised during the year	78,804	2.00	1,154,843	2.00
Lapsed during the year	-	-	-	-
Units outstanding at the end of year	102,804	2.00	181,608	2.00
Units exercisable at the end of the year	102,804	2.00	78,804	2.00

The weighted average share price of the units exercised under Share Incentive Plan – 2019 on the date of exercise during the year was ₹ 287.75 (Previous year ₹ 288.96).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Units Outstanding	Weighted average contractual life (years)	No. of Units Outstanding
₹ 0 to ₹ 50	3.14	102,804	2.38	181,608
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Company recorded an employee compensation cost of ₹ 1.1 million (Previous year ₹ 9.62 million) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

6 Share Incentive Plan – 2022

The Board of Directors and the shareholders of the Company approved Birlasoft Share Incentive Plan 2022 (“SIP 2022”) at their meetings held on May 23, 2022 and August 3, 2022. The Nomination and Remuneration Committee of the Board of Directors of the Company (“the NRC”) implements and administers this SIP 2022 Plan. Each Performance Stock Unit (“PSU”)/Restricted Stock Unit (“RSU”) collectively referred to as “Awards” carries with it the right to be converted into one equity share of the Company. The PSUs/RSUs have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of Awards. The vesting criteria of the Awards is determined by the NRC and is provided to employee in the Letter of Grant. The maximum exercise period is 4 years from the date of vesting.

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(Amount in ₹ million, unless otherwise stated)

Number and weighted average exercise prices of units granted, exercised and cancelled/lapsed during the financial year

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Units outstanding at the beginning of the year	2,910,500	2.00	-	-
Granted during the year	1,196,000	2.00	2,952,000	2.00
Forfeited/surrendered during the year	255,458	2.00	41,500	2.00
Exercised during the year	129,870	2.00	-	-
Lapsed during the year	-	-	-	-
Units outstanding at the end of year	3,721,172	2.00	2,910,500	2.00
Units exercisable at the end of the year	652,337	2.00	-	-

The weighted average share price of the options exercised under Share Incentive Plan - 2022 (PSU) on the date of exercise during the year was ₹ 783.45 (Previous year Nil).

The weighted average share price of the options exercised under Share Incentive Plan - 2022 (RSU) on the date of exercise during the year was ₹ 792.18 (Previous year Nil).

The weighted average remaining contractual life under Share Incentive Plan -2022 (PSU) are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Units Outstanding	Weighted average contractual life (years)	No. of Units Outstanding
₹ 0 to ₹ 50	5.10	2,033,352	5.83	1,600,775
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

The weighted average remaining contractual life under Share Incentive Plan -2022 (RSU) are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	5.08	1,687,820	5.83	1,309,725
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

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The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model with the following assumptions:

Particulars	31 March 2024	31 March 2023
1. Exercise price (₹)	2.00	2
2. Price of the underlying share in market at the time of the option grant (₹)	455.25	289.71
3. Weighted average fair value of options granted (₹)	439.11	271.79
4. Expected life of the option (years)	3.76	3.76
5. Risk free interest rate (%)	7.03%	7.09%
6. Expected volatility (%)	46.05%	50.67%
7. Dividend yield (%)	1.05%	1.55%

The Company recorded an employee compensation cost of ₹ 387.73 million (Previous year ₹ 89.48 million) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

36 Income taxes

The income tax expense consists of following:

Particulars	31 March 2024	31 March 2023
Current tax		
Tax on the profit	909.15	732.71
Total current tax expense (a)	909.15	732.71
Deferred tax		
Atributable to -		
Origination and reversal of temporary differences	65.89	(64.37)
Total deferred tax expense (b)	65.89	(64.37)
Total Tax Expense (a + b)	975.04	668.34

The deferred tax relates to origination/reversal of temporary differences.

The reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in Statement of Profit or Loss is as follows:

Particulars	31 March 2024	31 March 2023
Profit before tax	3,962.43	2,671.98
Indian statutory income tax rate	25.17%	25.17%
Expected tax expense	997.34	672.54
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Effect relating to prior years	14.00	(9.05)
Effect of permanent adjustments	(29.67)	9.57
Others (net)	(6.63)	(4.72)
Total tax expense	975.04	668.34

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for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Deferred Tax

The gross movement in the deferred income tax account for the year ended 31 March 2024 is as follows:

Particulars	Opening Balance	Recognised through Profit and Loss Account	Recognised in/ reclassified from OCI	Closing Balance
Deferred tax asset/(liabilities) in relation to:				
- Provision for doubtful debts and advances	169.92	(89.45)	-	80.47
- Provision for compensated absences	73.71	14.76	-	88.47
- Provision for gratuity	85.44	(5.03)	-	80.41
- Excess of depreciation/amortisation on fixed assets provided in accounts over depreciation/amortisation as provided under income-tax law	71.94	33.40	-	105.34
- Transaction Cost	0.17	(0.17)	-	-
- Provision for Indirect tax	0.03	(0.03)	-	-
- Bonus Payable	-	-	-	-
- Right of Use Assets	-	-	-	-
- Others (mainly includes employee related provision)	25.18	2.08	-	27.26
- Other provisions	-	-	-	-
- Trade Deposit	6.38	(2.66)	-	3.72
- Forward contracts designated as cash flow hedges	17.72	-	(21.18)	(3.46)
- ESOP	-	-	-	-
- Right-of-use assets	35.60	(15.14)	-	20.46
- Investments in MF at fair value through Profit and Loss Account	(1.98)	(3.65)	-	(5.63)
Net deferred tax asset	484.10	(65.89)	(21.18)	397.04

The gross movement in the deferred income tax account for the year ended 31 March 2023 is as follows:

Particulars	Opening Balance	Recognised through Profit and Loss Account	Recognised in/ reclassified from OCI	Closing Balance
Deferred tax asset/(liabilities) in relation to:				
- Provision for doubtful debts and advances	60.72	109.20	-	169.92
- Provision for compensated absences	62.44	11.27	-	73.71
- Provision for gratuity	85.44	-	-	85.44
- Provision for indirect tax	0.03	-	-	0.03
- Excess of depreciation/amortisation on fixed assets provided in accounts over depreciation/amortisation as provided under income-tax law.	81.86	(9.92)	-	71.94
- Transaction Cost	54.64	(54.47)	-	0.17
- Right of Use Assets	39.61	(4.01)	-	35.60
- Others (mainly includes employee related provision)	18.78	6.40	-	25.18
- Trade Deposit	-	6.38	-	6.38

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for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Particulars	Opening Balance	Recognised through Profit and Loss Account	Recognised in/ reclassified from OCI	Closing Balance
- Other provisions	-	-	-	-
- Forward contracts designated as cash flow hedges	(17.30)	-	35.02	17.72
- Investments in MF at fair value through Profit and Loss Account	(1.49)	(0.49)	-	(1.98)
Net deferred tax asset	384.73	64.36	35.02	484.10

37 Ratio Analysis

Sr. No.	Particulars	31 March 2024	31 March 2023	% change	Comments
1	Current ratio Current asset/ Current liabilities	2.49	2.96	-16%	
2	Debt equity ratio	NA	NA	NA	There are no borrowings outstanding.
3	Return on Equity Ratio Profit after Tax/ Average equity	22%	14%	56%	Increase in other income (including dividend) in current year and non recurring specific provisions against receivables recorded in previous year has resulted such change.
4	Inventory turnover ratio	NA	NA	NA	There is no inventory balance.
5	Trade Receivables turnover ratio Revenue/ Average trade receivables	9.82	10.18	-4%	
6	Trade payables turnover ratio Total other exp/Average trade payables	2.75	4.67	-41%	Increased payable to Group companies has resulted such change.
7	Net capital turnover ratio Revenue/ Net working capital ¹	3.92	4.24	-8%	
8	Net profit ratio Profit after Tax/ Revenue	11%	8%	36%	Increase in other income (including dividend) in current year and non recurring specific provisions against receivables recorded in previous year has resulted such change.
9	Return on Capital employed Earnings before Interest and Tax/ Capital Employed ²	21%	21%	3%	
10	Return on investment Income from investments/ Average investments	7%	4%	98%	Increased yield from bonds and fixed deposits has resulted such change.
11	Debt Service Coverage Ratio Earnings for debt service ³ / Debt service (Lease Payment)	10.68	7.90	35%	Increase in other income (including dividend) in current year and non recurring specific provisions against receivables recorded in previous year has resulted such change.

¹Current assets - Current liabilities²Other equity - Deferred tax asset(net)³Profit after tax + Non cash operating expenses(i.e. depreciation and amortisation, finance cost, (gain)/loss on disposal of PPE.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

38 The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled for certain changes made using privileged/ administrative access rights to the application (SAP RISE) and/or the underlying database (SAP HANA). Further no instance of audit trail feature being tampered with was noted in respect of the accounting software.

39 The Company received whistle blower allegations in September 2023 and February 2024 alleging improper conducts of certain employees. The Management is taking steps to understand and assess these allegations. Pending final outcome thereof no adjustment to the financial statements have been identified till the reporting date.

40 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions during the year with struck off companies except below:

Name of Company	Nature of transactions	Transactions during the year	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
Axenic Water Private Limited				
31 March 2024	Water supplier	0.10	0.11	NA
31 March 2023	Water supplier	0.01	0.01	NA

(iii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vi) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) The Company has non-fund based working capital facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

(viii) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(ix) The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

- (x) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41 Corporate Social Responsibility

Particulars	31 March 2024	31 March 2023
A. Gross amount required to be spent by the Company during the year	63.29	60.41
B. Amount spent during the year		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	51.57	48.05
C. Shortfall at the end of the year	11.72	12.36
D. Total of previous years shortfall	-	8.00
E. Reason for shortfall	Refer note below	
F. Nature of CSR activities	1. Environment Sustainability 2. Promoting & Preventive Healthcare 3. Promoting education and skill development	
G. Related party transaction	NA	NA
H. Details related to spent/unspent obligation		
Contribution to Public Trust	-	-
Contribution to Charitable Trust	51.57	40.05
Unspent amount in relation to:		
- Ongoing project	11.72	20.36
- Other than ongoing project	-	-
Total	63.29	60.41
I. Opening Balance		
With Company	12.36	20.00
In Separate CSR Unspent A/c	8.00	-
Amount required to be spent during the year	63.29	60.41
Amount spent during the year		
From Company's Bank account	51.57	48.05
From Separate CSR Unspent A/c	20.36	12.00
Closing Balance		
With Company	11.72	12.36
In Separate CSR Unspent A/c	-	8.00

Notes forming part of the standalone financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Reason for shortfall

During the year, the Company identified and initiated ongoing projects amounting to ₹ 11.72 million, the duration of which is upto 12 months. The said amount being unspent as on 31 March 2024, has been transferred subsequently to the Unspent CSR Account on 17 April 2024, as required by Section 135(6) of the Companies Act, 2013.

- 42** Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached For S R B C & CO LLP

Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Membership No. 111757

Place: New Delhi
Date: 29 April 2024

For and on behalf of the Board of Directors of Birlasoft Limited

CIN: L72200PN1990PLC059594

Amita Birla
Chairman
DIN: 00837718
Place: New Delhi
Date: 29 April 2024

Sneha Padve
Company Secretary
Place: New Delhi
Date: 29 April 2024
Membership No.: A9678

Angan Guha
CEO & Managing Director
DIN: 09791436
Place: New Delhi
Date: 29 April 2024

Kamini Shah
Chief Financial Officer
Place: New Delhi
Date: 29 April 2024

Independent Auditor's Report

To the Members of Birlasoft Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Birlasoft Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities

for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in Note 21 of the consolidated financial statements)	
<p>The Group earns revenue primarily from providing IT services, consulting and business solutions wherein it enters into contracts with customers. The scope and pricing arrangement of these contracts vary between time and materials, milestone based, fixed price etc.,</p> <p>Revenue related to fixed price maintenance and support services contract where the performance obligation is satisfied over a period of time has been recognised</p> <ul style="list-style-type: none"> On a straight-line basis over the period of performance in cases where the Group is ready to provide services on time elapsed mode; and In other fixed price contracts using percentage-of-completion method of accounting with contract cost incurred/efforts expended; determining the degree of completion of the performance obligation. <p>Revenue from time and material contracts is recognised basis the time spent by employee/sub-contract on a contract as approved by the project manager and through customer acceptances in certain cases. Such services are recognised as on output basis measured by units delivered (time and efforts expended), number of transactions processed, etc</p> <p>We identified revenue recognition as a key audit matter since:</p> <ul style="list-style-type: none"> There is an inherent and presumed fraud risk; Application of the revenue recognition standard is complex. It involves various key judgements and estimates including determination of the contract costs (including efforts and costs incurred to date and estimating the future efforts and cost to completion) of the fixed price contracts, which is used to determine the percentage of completion of the relevant performance obligation; Time and material contracts are billed basis approval of effort estimate by project manager and through customer acceptances in certain cases. <p>At year end, significant amount of unbilled revenue related to these contracts are recognised on the balance sheet.</p>	<p>Our audit procedures include the following, among others:</p> <ul style="list-style-type: none"> Evaluated the Group's accounting policy for revenue recognition and assessed its compliance with Ind AS 115 "Revenue from contract with customers". Obtained an understanding of the processes, systems and the controls implemented by the Group for the recording and computing revenue, contract assets and unearned revenue. Evaluated the design and tested the operating effectiveness of management's key internal controls (including key IT controls) over revenue recognition. On a selected sample of contracts, we have tested that the revenue recognised is in accordance with the accounting standards by performing below procedures: <ul style="list-style-type: none"> Evaluated the management's identification of performance obligation; Agreed the transaction price with the underlying contracts; Agreed the amounts in sample invoices against the milestones outlined in the respective contracts; Tested the actual efforts expended as a proportion to total efforts required to verify the degree of completion of performance obligation; In case of time and material type contract, tested samples to verify whether revenue has been correctly recognised based on approved effort estimate by project manager and where applicable, is backed by customer acceptances; Compared efforts expended to date with the management's estimate to identify significant variation and consideration of such variations in remaining cost to complete; Assessed aging of unbilled revenue as on the balance sheet date and in case of aged items obtained reasons for delays if any and expected timelines for invoicing of the same; Performed analytical procedures for contracts with low or negative margins, onerous contracts, contracts with significant changes in cost estimates, contracts with marginal or no movement in efforts/invoicing. Evaluated the appropriateness of disclosures made in the financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Impairment of Goodwill (as described in Note 37 of the consolidated financial statements)</p> <p>The consolidated financial statements of the Birlasoft Group as on March 31, 2024 carries Goodwill amounting to ₹ 4,956.83 millions. The Goodwill was recorded on acquisition of subsidiaries / step-down subsidiaries in earlier years.</p> <p>Goodwill is annually assessed for impairment using discounted cash-flow models of recoverable value for each cash-generating unit or unit groups benefitting from acquisition synergies. Impairment occurs if the recoverable value falls short of the carrying value.</p> <p>Below are the key assumptions used in impairment testing:</p> <ul style="list-style-type: none"> • Projected revenue growth rates, gross margins, operating cash-flows and capital expenditures during the periods relating to explicit forecasts; • Long-term growth rate beyond explicit forecast period and in perpetuity; • Discount rate <p>Considering the degree of judgement, subjectivity and uncertainty involved in the estimate, impairment of Goodwill is regarded as a key audit matter.</p>	<p>Our audit procedures include the following, among others:</p> <ul style="list-style-type: none"> • Obtained an understanding of Group's evaluation of identification of cash generating units (CGU) and allocation of goodwill to the respective CGU's. • Obtained an understanding and evaluated the methodology and assumptions used by management to prepare cash flow forecast. • Evaluated the competence, professional qualification, objectivity and independence of Group's specialist involved. • Engaged valuation specialists to assist in the evaluation of methodologies and assumption including weighted average cost of capital (WACC), terminal growth, discount rate etc. • Tested the arithmetical accuracy of cash flow projections. • Assessed the management's ability to generate forecasts by comparing the previous year's forecasts against actual performances. • Assessed the recoverable value headroom by performing sensitivity analysis of key assumptions. • Assessed the adequacy of disclosures pertaining to Goodwill.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate

internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those Charged with Governance of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are

appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of six subsidiaries, whose financial statements include total assets of ₹ 3,614.51 million as at March 31, 2024, and total revenues of ₹ 4,723.64 million and net cash inflows of ₹ 541.70 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

These subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and

the conversion adjustments prepared by the management of the Holding Company and audited by us.

(b) The consolidated financial statements of the Company for the year ended March 31, 2023, included in these consolidated financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 08, 2023.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g);
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 34 to the consolidated financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2024.
 - iv. a) The management of the Holding Company have represented to us that, to the best of its

knowledge and belief, other than as disclosed in the note 41 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The management of the Holding Company have represented to us that, to the best of its knowledge and belief, other than as disclosed in the note 41 to the consolidated financial statements, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v) a) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- b) The interim dividend declared and paid during the year by the Holding Company and until the date of the audit report of such Holding

Company is in accordance with section 123 of the Act.

- c) As stated in note 12 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi) Based on our examination which included test checks, the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout

the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for certain changes made using privileged/administrative access rights, as described in note 38 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Place of Signature: New Delhi Membership Number: 111757
Date: April 29, 2024 UDIN: 24111757BKENPD2928

Annexure 1 referred to in paragraph under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

Re: Birlasoft Limited and its subsidiaries (“the Group”)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, there are no companies included in the consolidated financial statements of the Holding Company’s which are companies incorporated in India except the Holding Company. Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

Sr.No.	Name	CIN	Holding company/ subsidiary	Clause number of the CARO report which is qualified or is adverse
1	Birlasoft Limited	L72200PN1990PLC059594	Holding Company	Clause (xi)(a) Clause (xi)(c)

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Place of Signature: New Delhi
Date: April 29, 2024

per Huzefa Ginwala
Partner
Membership Number: 111757
UDIN: 24111757BKENPD2928

Annexure 2 To The Independent Auditor's Report Of Even Date On The Consolidated Financial Statements Of Birlasoft Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Birlasoft Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company, is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls

with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated

financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based

on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala

Partner

Place of Signature: New Delhi

Membership Number: 111757

Date: April 29, 2024

UDIN: 24111757BKENPD2928

(Amount in ₹ million, unless otherwise stated)

Particulars	31 March 2024	31 March 2023
D] Exchange differences on translation of foreign currency cash and cash equivalents	21.84	(0.93)
Net (Decrease)/Increase in cash and cash equivalents (A + B + C + D)	(743.12)	1,763.21
Cash and cash equivalents at end of the year (Refer note 1 below)	3,925.70	4,668.82
Cash and cash equivalents at beginning of the year (Refer note 1 below)	4,668.82	2,905.61
Net (Decrease)/Increase in cash and cash equivalents	(743.12)	1,763.21
Note 1:		
Cash and cash equivalents include:		
Cheques in Hand	244.33	23.11
Balance with banks		
- In current accounts	2,741.38	3,163.68
- In deposit account (with original maturity of 3 months or less)	939.99	1,482.03
Total Cash and cash equivalents	3,925.70	4,668.82

Note 2:

Figures in brackets represent outflows of cash and cash equivalents.

Note 3:

The above Cash Flow Statement has been prepared under the indirect method as set out in the Indian Accounting Standard (Ind AS) 7 on statement of cash flows.

Note 4: Reconciliation of liabilities from financing activities

Balance at the beginning of the year	1,018.31	1,228.29
Repayment of lease liabilities	(410.45)	(402.79)
Non-cash changes (including effects of unrealised foreign exchange)	323.91	192.81
Closing balance at the end of the year	931.77	1,018.31

As per our report of even date attached
For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Membership No. 111757

Place: New Delhi
Date: 29 April 2024

For and on behalf of the Board of Directors of
Birlasoft Limited
CIN: L72200PN1990PLC059594

Amita Birla
Chairman
DIN: 00837718
Place: New Delhi
Date: 29 April 2024

Sneha Padve
Company Secretary
Place: New Delhi
Date: 29 April 2024
Membership No.: A9678

Angan Guha
CEO & Managing Director
DIN: 09791436
Place: New Delhi
Date: 29 April 2024

Kamini Shah
Chief Financial Officer
Place: New Delhi
Date: 29 April 2024

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

Group Overview

Birlasoft Limited ("the Company") is a public limited company incorporated under the Companies Act, 1956 and its shares are listed on the National Stock Exchange of India Limited and BSE Limited. The Company's registered office is in Pune and it has subsidiaries across multiple geographies.

The Group provides Software Development, global IT consulting to its clients, predominantly in Banking, Financial Services and Insurance, Life Sciences and Services, Energy Resources and Utilities and Manufacturing (which mainly includes Discrete Manufacturing, Hi-Tech & Media, Auto and Consumer packaged goods) verticals.

These Consolidated Financial Statements were authorised for issue by the Group's Board of Directors on 29 April 2024.

1 Material accounting policies

1.1 Basis of consolidation

The Consolidated Financial Statements relate to Birlasoft Limited ('the Company') and its subsidiary companies which constitutes 'the Group'.

a. Basis of preparation of consolidated financial statements

- The financial statements of the subsidiary companies used in the consolidation, have been aligned with the parent group and are drawn up to the same reporting date as of the Group, i.e. year ended 31 March 2024.
- The consolidated financial statements are prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. The consolidated financial statements are presented in millions of Indian rupees rounded off to two decimal places, except per share information, unless otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing

accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared on the historical cost basis, accounting for share based payments, defined benefit obligations and certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

b. Principles of consolidation:

The Consolidated financial statements have been prepared on the following basis:

- The financial statements of all entities are drawn up to same reporting date as that of the parent Group i.e. 31 March 2024 for the purpose of preparation of consolidated financial statements.
- The Company consolidates all the entities over which it has control. The Company establishes control when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which the control ceases.
- The financial statements of the Company and its subsidiary companies have been combined by adding together the book value of like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealized profits or losses have been fully eliminated. These financial statements are prepared by applying uniform accounting policies in use at the Company.
- The excess of cost of acquisition to the Group over the share of net fair value of identifiable assets, liabilities and contingent liabilities of the subsidiary companies,

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

at the acquisition dates, is recognized as 'Goodwill on consolidation' being an asset in the consolidated financial statements. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve. Goodwill is measured at cost less accumulated impairment losses.

1.2 Use of estimates

The preparation of consolidated financial statements requires the management of the group to make judgments, estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenditure during the year. Actual results could differ from estimates. Differences between actual results and estimates are recognized in the year in which the results are known / materialized.

Critical accounting estimates

i. Revenue Recognition

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and satisfaction of performance obligation. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

ii. Income tax & Deferred tax

The Group's two major tax jurisdictions are India and the U.S., though the Group also files tax returns in other overseas jurisdictions. Significant judgements

are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Group exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

iii. Business combinations

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

iv. Impairment of goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefiting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

v. Measurement of defined benefit obligation, share based payments and key actuarial assumptions

Information about assumptions and estimation uncertainties in respect of defined benefit obligations and share based payments is included in note 30 and 35 respectively.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

vi. Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

1.3 Current–non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is expected to be settled in the Group's normal operating cycle;
- it is due to be settled within 12 months after the reporting date; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The operating cycle of the Group is less than twelve months.

1.4 Revenue recognition

The Group earns revenue primarily from providing IT services, consulting and business solutions. The Group offers a consulting-led, integrated portfolio of IT.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred/ efforts expended determining the degree of completion of the performance obligation.
- Revenue from third party software is recognised upfront at the point in time when software is delivered to the customer, such revenue is recognised on net basis when the Group is acting as an agent. In cases where implementation and / or customisation services rendered significantly modifies or customises the software, these services and software are accounted for as a single performance obligation and revenue is recognised over time on a POC method.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Expenses reimbursed by customers during the project execution are recorded as reduction to associated costs. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Group recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognized is amortized on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

Unearned revenue ("contract liability") is recognised when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Group disaggregates revenue from contracts with customers by geography and business verticals.

Use of material judgements in revenue recognition

- i. The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- ii. Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- iii. The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- iv. The Group exercises judgment in determining whether the performance obligation is satisfied

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

- v. Revenue for fixed-price contracts is recognised using percentage-of-completion method. The Group uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of the completion of the performance obligation.
- vi. Contract Fulfillment costs are generally expensed as incurred except for costs which meet the criteria for capitalization as per Ind AS 115. Such costs are amortised over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

1.5 Property, plant and equipment

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. If significant parts of an item of property, plant and equipment have different useful lives, than they are accounted for as separate items (major components) of property, plant and equipment. The cost and related accumulated depreciation are eliminated from the consolidated financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets under construction are disclosed as capital work-in-progress.

1.6 Intangible assets

Intangible assets are stated at cost less accumulated amortization and accumulated impairment, if any.

In case of internally generated intangibles, costs incurred during the research phase of a project are expensed when incurred. Development activities involve a plan or design for the production of new or substantially improved products or processes. Development expenditure is capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and directly attributable borrowing costs (in the same manner as in the case of property, plant and equipment). Other development expenditure is recognized in the Statement of Profit and Loss as incurred.

Intangible assets are derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal or when the economic benefits are not measurable.

1.7 Depreciation and amortization

Depreciation on property, plant and equipment is provided on the straight-line method over the useful lives of the assets. The management's estimates of the useful lives of various assets for computing depreciation are as follows:

Type of asset	Useful life (No. of years)
Buildings	25
Plant and equipment	3-4
Office Equipment	5-10
Owned Vehicle	3-5
Furniture and fixtures	7-10

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. The estimated useful lives for these assets are therefore different from the useful lives prescribed under Part C of Schedule II of the

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

Companies Act 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Right-of-use assets taken on lease are amortized over shorter of useful lives and the period of lease.

Improvements to leased premises are amortized over the remaining non-cancellable period of the lease.

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The management's estimates of the useful lives of intangible assets for computing amortization are as follows:

Type of asset	Useful life (No. of years)
Product development cost (internally generated)	3-4
Perpetual software licenses	4
Time-based software licenses	License period

Depreciation and amortisation methods, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

1.8 Impairment

a. Financial assets

The Group assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. Loss allowances for trade

receivables are always measured at an amount equal to lifetime expected credit losses. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recorded as an impairment gain or loss in Statement of Profit or Loss.

b. Non- financial assets

i. Property, plant and equipment and intangible assets

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. Impairment loss is recognized when the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's fair value less cost of disposal and value in use. For the purpose of impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or CGU) that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

Intangible assets which are not yet available for use are tested for impairment annually. Other assets (tangible and intangible) are reviewed at each reporting date to determine if there is any indication of impairment. For assets in respect of which any such indication exists and for intangible assets mandatorily tested annually for impairment, the asset's recoverable amount is estimated.

If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists or has decreased, the assets or CGU's recoverable amount is estimated. For assets other than goodwill, the impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined,

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

net of depreciation or amortization, if no impairment loss had been recognized. Such a reversal is recognized in the Statement of Profit and Loss.

ii. Goodwill

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

The goodwill impairment test is performed at the level of CGU or groups of the CGUs which are benefiting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purpose.

1.9 Leases

The Group has primarily leased rental offices premises , guest house, parking space, laptops etc. across multiple locations.

At the inception of contract the Group assesses whether the contract is, or contains a lease. A contract is, or contains, a lease if the contract involves use of an identified asset and conveys the right to control the use of asset for period of time in exchange for consideration i.e. customer has right to:

- obtain substantially all the economic benefits from using the asset and
- direct the use of asset

Group as a lessee

a. Recognition and measurement

The Group recognises the right of use asset and lease liability at the commencement date of lease. The right of use asset is initially measured at cost,

which comprises of present value of future lease rent payout adjusted for any payment made at or before commencement date any initial direct cost incurred and an estimate of cost to dismantle or remove an underlying asset or to restore an asset less any lease incentive received.

The lease liability is initially measured at present value of lease payments that is not paid at commencement date discounted at implicit rate mentioned in lease or incremental borrowing rate. The Group generally uses incremental borrowing rate as discount rate. The right-of-use assets is depreciated using the straight-line method from the commencement date over the useful life of right-of-use asset. The lease liability is subsequently measured at amortised cost using effective interest method. It is remeasured to reflect any lease modifications or reassessments.

b. Extension and termination of lease

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

c. Short term leases and low value assets

The Group has elected not to recognise right of use of assets and lease liabilities for short-term leases that have lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight- line basis over lease term.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

d. Impairment testing for right of use of assets

Right of use of assets are tested for impairment whenever there is any indication that their carrying amount is not recoverable. Impairment loss, if any, is recognised in statement of profit and loss.

1.10 Earnings per share

Basic earnings per share are computed by dividing the net profit for the year after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year after tax by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

1.11 Foreign currency transactions

a. Functional and presentation currency

Indian Rupee is the Group's functional as well as presentation currency. For each subsidiary the Group determines the functional currency and items included in the Consolidated Financial Statements of each entity are measured using that functional currency.

b. Transactions in foreign currencies are translated to the respective functional currencies of the Group companies at the exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currencies are translated into the functional currency at the year-end rates. The exchange differences so determined and also the realized exchange differences are recognized in the Statement of Profit and Loss. Non-monetary items denominated in foreign currencies and measured at fair value are translated into the functional currency at the exchange rate prevalent at the date when the fair value was determined. Non-monetary items denominated in foreign currencies and measured at historical cost are translated into the functional currency at the exchange rate prevalent at the date of transaction.

c. Translation of foreign operations

For translating the financial statements of foreign branches and subsidiaries, their functional

currencies are determined. The results and the financial position of the foreign branches and subsidiaries are translated into presentation currency so that the foreign operation could be included in the consolidated financial statements.

The assets and liabilities of the foreign operation with functional currencies other than the presentation currency are translated to the presentation currency using the closing exchange rate on the Balance Sheet date and the Statement of Profit and Loss using the average exchange rates for the month in which the transactions occur. The resulting exchange differences are accumulated in 'foreign currency translation reserve' in the Statement of Changes in Equity through Other comprehensive income. On the disposal of a foreign operation, the cumulative amount of the foreign currency translation reserve which relates to that operation is reclassified from equity to the Statement of Profit and Loss (as a reclassification adjustment) when the gain or loss on disposal is recognized. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the Balance Sheet date.

1.12 Employee benefits

i) Post-employment benefit plans

Defined benefit plan

The Group's gratuity scheme is a defined benefit plan. For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with independent actuarial valuations being carried out at each Balance Sheet date. Remeasurement of net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effects of asset ceiling (if any, excluding interest) are recognized in Other Comprehensive Income for the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss. Past service cost is recognized immediately to the extent that the benefits are already vested or amortized on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets, if any. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Group's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

ii) Compensated absences

The employees of certain locations can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is

measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurement gains/losses are recognised in the Statement of Profit and Loss in the period in which they arise.

iii) Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. These benefits include compensated absences (which cannot be carried forward) such as paid annual leave, overseas social security contributions, bonus and performance incentives.

1.13 Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). A deferred income tax asset is recognized to the extent that

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The taxable profit (tax loss), tax bases, unused tax losses, unused tax credits or tax rates for the purposes of current and deferred tax have been determined on the basis of Company's evaluation of acceptability of its tax positions by the taxation authorities.

1.14 Provisions, Contingent liabilities and Contingent assets

The Group recognizes provisions only when it has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

No provision is recognized for –

- a. Any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- b. Present obligations that arise from past events but are not recognized because-
 - 1) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - 2) A reliable estimate of the amount of obligation cannot be made.

Such obligations are disclosed as contingent liabilities. These are assessed continually and only that part of the obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimate can be made.

Contingent assets are not recognized in the consolidated financial statements since this may result in the recognition of income that may never be realized.

Onerous contracts

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Group recognizes any impairment loss on the assets associated with that contract.

Decommissioning Liability

The Group uses various premises on lease to run its operation and records a provision for decommissioning costs to be incurred for the restoration of these premises at the end of the lease period. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is expensed as incurred and recognised in the Statement of Profit and Loss as an interest expense. The estimated future costs of decommissioning and interest rate are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

1.15 Share based payments

In respect of stock options granted pursuant to the Group's Employee Stock Option Scheme, the Group recognizes employee compensation expense, using the grant date fair value in accordance with Ind AS 102 - Share Based Payment, on straight line basis over the period over which the employees would become unconditionally entitled to apply for the shares.

1.16 Financial instruments

a. Initial recognition

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price unless those contain a significant financing component determined in accordance with Ind AS 115. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

b. Subsequent measurement

i) Non-derivative financial instruments

Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive

income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

However, in cases where the Group has made an irrevocable election for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, the subsequent changes in fair value are recognized in other comprehensive income.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii) Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. the Group does not use derivative financial instruments for speculative purposes. The counter-party to the Group's foreign currency forward contracts is generally a bank.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

Financial assets or financial liabilities, at fair value through profit or loss

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in the Statement of Profit and Loss, when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

Cash flow hedge

The use of hedging instruments is governed by the Group's policy approved by the Board of Directors, which provides written principles on the use of such financial derivatives consistent with the Group's risk management strategy.

The Group designates foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on firm commitments and highly probable forecast transactions.

Hedging instruments are initially measured at fair value and are re-measured at subsequent reporting dates. The effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Any significant ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecast transactions any cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve is retained

until the forecast transaction occurs. When a hedged transaction occurs or is no longer expected to occur, the net cumulative gain or loss recognized in cash flow hedging reserve is transferred to the Statement of Profit and Loss.

The amount recognised in Other comprehensive income is reclassified to profit or loss as a reclassification adjustment in the same period as the hedged cash flows affect profit or loss, and in the same line item in the Statement of Profit or Loss and Other comprehensive income.

c. Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. Fair value of financial instruments

The Group uses discounted cash flow analysis method for the fair value of its financial instruments except for employee stock options (ESOP), where Black and Scholes options pricing model is used. The method of assessing fair value results in general approximation of value and such value may never actually be realized.

For all other financial instruments the carrying amount approximates fair value due to short maturity of those instruments.

All assets and liabilities for which fair value is measured are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a. Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

- b. Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c. Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's finance team determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. The team comprises of the head of the treasury operation and chief finance officer.

External valuers are involved for valuation of significant assets and liabilities. Involvement of external valuers is decided on the basis of nature of transaction and complexity involved. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the finance team analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed

as per the Group's accounting policies. For this analysis, the team verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. A change in fair value of assets and liabilities is also compared with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.17 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Group's cash management.

1.18 Dividends

Dividend to shareholders is recognised as liability and deducted from equity, in the year/period in which the dividends are approved by the shareholders.

1.19 Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Ageing of capital work-in-progress is as below:

As at 31 March 2024

Particulars	Amounts in Capital work-in-progress for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	116.43	-	-	-	116.43
Projects temporarily suspended	-	-	-	-	-
Total	116.43	-	-	-	116.43

As at 31 March 2023

Particulars	Amounts in Capital work-in-progress for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	64.95	-	-	-	64.95
Projects temporarily suspended	-	-	-	-	-
Total	64.95	-	-	-	64.95

- There are no projects under progress/development, whose completion is overdue or has exceeded its cost as compared to its original plan.

2E Depreciation and amortization expense

	31 March 2024	31 March 2023
Depreciation of property, plant and equipment	476.89	465.90
Depreciation of right of use assets	318.46	309.97
Amortisation of intangible assets	54.91	46.78
	850.26	822.65

3 Non-Current investments

	31 March 2024	31 March 2023
Investments in bonds at amortised cost (unquoted)	197.33	551.06
Investments in index funds at amortised cost (quoted)	204.53	192.63
Investments in term deposits with financial institutions at amortised cost (unquoted)	2,457.75	-
	2,859.61	743.69

Notes:

Aggregate market value of quoted investment	205.17	191.71
Aggregate book value of quoted investment	204.53	192.63
Aggregate value of unquoted investment	2,655.08	551.06
Aggregate amount of impairment in the value of investment	-	-

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

4 Other non-current financial assets

(valued at amortised cost) (Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Bank deposits with more than 12 months maturity (refer note 2 below)	1.60	111.31
Security deposits	161.51	158.67
	163.11	269.98

Notes:

- (i) Information about the Group's exposure to interest rate risk, foreign currency risk, credit risk and liquidity risk is disclosed in note 26.
- (ii) Bank deposits include ₹ 1.60 million (previous year ₹ 1.76 million) held as margin money against bank guarantees.

5 Deferred tax assets (net)

	31 March 2024	31 March 2023
Deferred tax assets	1,290.82	1,402.16
Deferred tax liabilities	246.82	231.38
Net deferred tax asset	1,044.00	1,170.78

For details, refer Note 36.

6 Other non-current assets

(Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Capital advances	-	3.90
Prepaid expenses	4.13	4.85
Contract Fulfillment Cost	185.03	65.17
	189.16	73.92

7 Current investments

	31 March 2024	31 March 2023
Investments in Mutual funds measured at fair value through profit or loss (quoted)	7,086.32	2,854.07
Investment in bonds at amortised cost (unquoted)	873.43	167.74
Investment in term deposits with financial institutions at amortised cost (unquoted)	2,376.38	1,886.00
	10,336.13	4,907.81

Notes:

Aggregate market value of quoted investment	7,086.32	2,854.07
Aggregate book value of quoted investment	7,086.32	2,854.07
Aggregate value of unquoted investment	3,249.81	2,053.74
Aggregate amount of impairment in the value of investment	-	-

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

8 Trade receivables

(valued at amortised cost) (Unsecured)

	31 March 2024	31 March 2023
A Billed		
Trade Receivables considered good	7,841.26	7,481.24
Trade Receivables - which have significant increase in credit risk	257.71	-
Trade Receivables - credit impaired	17.11	1,393.28
	8,116.08	8,874.52
Less: Allowances for bad and doubtful trade receivables	439.07	1,558.40
	7,677.01	7,316.12
B Unbilled	2,688.21	1,755.06
	10,365.22	9,071.18

Notes:

- (i) Trade receivables include due from related parties ₹ 5.75 million (Previous year ₹ 8.13 million) (Refer Note 31).
- (ii) The Group's exposure to credit risk, currency risk and loss allowance related to trade receivables are disclosed in note 26.

Ageing of Trade Receivables as on 31 March 2024 is as below

Particulars	Not Due	Outstanding from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables - Billed							
Undisputed- considered good	5,730.87	1,899.08	99.54	95.08	14.77	1.92	7,841.26
Undisputed- which have significant increase in credit risk	13.70	212.67	26.30	5.04	-	-	257.71
Undisputed- credit impaired	3.27	13.84	-	-	-	-	17.11
Disputed- considered good	-	-	-	-	-	-	-
Disputed- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed- credit impaired	-	-	-	-	-	-	-
	5,747.84	2,125.59	125.84	100.12	14.77	1.92	8,116.08
Less: Allowance for bad and doubtful receivables							(439.07)
							7,677.01
Trade receivables - Unbilled							2,688.21
Total							10,365.22

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Ageing of Trade Receivables as on 31 March 2023 is as below:

Particulars	Not Due	Outstanding from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables - Billed							
Undisputed- considered good	6,093.31	1,106.94	79.44	158.89	37.94	4.72	7,481.24
Undisputed- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed- credit impaired	439.54	930.40	23.34	-	-	-	1,393.28
Disputed- considered good	-	-	-	-	-	-	-
Disputed- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed- credit impaired	-	-	-	-	-	-	-
	6,532.85	2,037.34	102.78	158.89	37.94	4.72	8,874.52
Less: Allowance for bad and doubtful receivables							(1,558.40)
							7,316.12
Trade Receivables - Unbilled							1,755.06
Total							9,071.18

9 Cash and bank balances

	31 March 2024	31 March 2023
9A Cash and cash equivalent (valued at amortised cost)		
Balances with banks		
In current accounts*	2,741.38	3,163.68
Deposits with banks (with original maturity of 3 months or less)	939.99	1,482.03
Cheques in hand	244.33	23.11
	3,925.70	4,668.82
*Balance with bank in Current accounts includes interest bearing accounts amounting to ₹ 736.58 million (previous year ₹ 431.41 million).		
9B Bank balances other than cash and cash equivalent (valued at amortised cost)		
In Current Account (unclaimed dividend) (Refer Note 3 below)	9.00	10.40
In Current Account (CSR) (Refer Note 42)	-	8.00
Deposits with banks (with remaining maturity of less than 12 months) (Refer note 2 below)	314.68	879.42
	323.68	897.82
	4,249.38	5,566.64

Notes:

- (i) Information about the Group's exposure to credit risk, interest rate risk, foreign currency risk and liquidity risk is disclosed in note 26.
- (ii) Bank deposits include ₹ 35.88 million (previous year ₹ 74.46 million) held as deposits against bank guarantees.
- (iii) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.
- (iv) Non-cash transactions relating to investing activities is Nil (previous year Nil).

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

10 Other current financial assets

(Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Financial assets measured at fair value through OCI		
Forward contracts designated as cash flow hedges	13.80	-
Financial assets measured at amortised cost		
Security deposits	11.77	7.72
Margin Money deposit against Bank Guarantees	3.13	3.08
Other receivables (includes receivables from employees)	0.23	0.24
	28.93	11.04

Note:

Information about the Group's exposure to credit risk, interest rate risk, foreign currency risk and liquidity risk is disclosed in note 26.

11 Other current assets

(Unsecured, considered good unless otherwise stated)

	31 March 2024	31 March 2023
Contract assets -from fixed price contracts (Refer note 29(c))	1,565.36	954.04
Advance to suppliers	156.80	84.70
Employee advances	25.06	44.84
Balances with statutory authorities	487.91	525.39
Prepaid expenses	370.04	408.85
Contract Fulfillment Cost	73.39	102.26
Others	15.94	20.97
	2,694.50	2,141.05

12A Equity share capital

	31 March 2024	31 March 2023
Authorised:		
870,000,000 (Previous year 870,000,000) equity shares of ₹ 2 each.	1,740.00	1,740.00
	1,740.00	1,740.00
Issued subscribed and fully paid up:		
275,937,421 (Previous year 274,870,547) equity shares of ₹ 2 each fully paid up.	551.87	549.74
	551.87	549.74

12.1 Terms and rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 2 each. Each shareholder of equity shares is entitled to one vote per share and an equal right to dividend.

12.2 The dividend proposed to be distributed to equity shareholders for the year ended 31 March 2024 by the Board of Directors in their meeting held on 29 April 2024 is ₹ 4.00/- per share (Previous year ₹ 2.00/- per share) and is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

The amount of per share dividend recognized as distribution during the year to equity shareholders is as follows:

(Amount in ₹)

	31 March 2024	31 March 2023
Interim dividend for FY 2023-2024	2.50	-
Final dividend for FY 2022-2023	2.00	-
Interim dividend for FY 2022-2023	-	1.50
Final dividend for FY 2021-2022	-	3.00

12.3 During the year 2022-23, the Company had bought back 7,800,000 fully paid equity shares of ₹ 2 each for an aggregate amount of ₹ 3,900 million being 2.79% of the total paid up equity share capital at ₹ 500 per equity share ('Buyback').

Subsequent to the buyback, Capital redemption reserve of ₹ 15.6 million was created to the extent of share capital extinguished. Premium on buyback of ₹ 3,884.4 million was utilised from securities premium reserve. The transaction cost of buy-back of ₹ 55.4 million and corresponding tax on buy-back of ₹ 788.95 million were offset from retained earnings in previous year.

12.4 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive a share in the remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

12.5 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Particulars	For the year ended 31 March 2024		For the year ended 31 March 2023	
	Number of shares	₹ in million	Number of shares	₹ in million
Equity shares				
At the beginning of the year	274,870,547	549.74	279,496,082	558.99
Less: Shares extinguished on Buy-back	-	-	(7,800,000)	(15.60)
Add: Shares issued on exercise of share based payment plans	1,066,874	2.13	3,174,465	6.35
Outstanding at the end of the year	275,937,421	551.87	274,870,547	549.74

12.6 Number of equity shares held by each shareholder holding more than 5% shares in the Company are as follows:

Name of the shareholders	Number of shares as at 31 March 2024	% of shares held	Number of shares as at 31 March 2023	% of shares held
National Engineering Industries Limited*	107,736,274	39.04%	107,736,274	39.20%

*% change due to ESOP allotment during the year.

12.7 Number of equity shares held by promoters in the Company are as follows:

Name of the promoter	Number of shares as at 31 March 2024	% of shares held	Number of shares as at 31 March 2023	% of shares held	% change during the year
National Engineering Industries Limited*	107,736,274	39.04%	107,736,274	39.20%	-0.15%
Central India Industries Ltd*	5,169,511	1.87%	5,169,511	1.88%	-0.01%

*% change due to ESOP allotment during the year.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

12.8 In the period of five years immediately preceding reporting date, aggregate number of equity shares:

	31 March 2024	31 March 2023
Issued for consideration other than cash (pursuant to Composite scheme of arrangement) in the financial year 2018-19	76,645,066	76,645,066
Bought back in the financial year 2022-23	7,800,000	7,800,000

12.9 Shares reserved for issue under options

Details of shares reserved under share based payment plans is disclosed in note 35.

12.10 Capital Management

The Company's objective is to safeguard its ability to continue as a going concern and to maintain investor, creditor and market confidence and to maximize shareholder value. In order to fulfil its objective, the management of the Company monitors the return on capital as well as the level of dividends to ordinary shareholders.

	31 March 2024	31 March 2023
Trade payables	2,805.29	2,312.80
Less: cash and cash equivalents (Note 9A)	3,925.70	4,668.82
Net payable	-	-
Equity share capital	551.87	549.74
Total Capital	551.87	549.74
Capital and net debt	551.87	549.74

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

12B Other equity

	31 March 2024	31 March 2023
Share application money pending allotment		
Opening balance	-	-
Add: Application money received during the year	98.54	129.17
Less: Transfer on allotment of equity shares	(98.54)	(129.17)
	-	-
Capital Reserve	458.64	458.64
Capital Redemption Reserve		
Opening balance	55.60	40.00
Add: Buy-back of equity shares	-	15.60
	55.60	55.60
Securities premium Account		
Opening balance	813.68	4,459.01
Add: Premium on shares issued for exercised options	96.41	122.82
Add: Transferred from employee stock option	93.10	116.25
Less: Buy-Back of equity shares	-	(3,884.40)
	1,003.19	813.68

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

	31 March 2024	31 March 2023
Share based payment reserve		
Opening balance	397.65	225.15
Add: Share based payments to employees	617.93	288.75
Less: Transfer to securities premium on account of employee stock option	(93.10)	(116.25)
Less: Transfer to retained earnings on account of stock options cancelled	(13.46)	-
	909.02	397.65
General reserve	179.77	179.77
Amalgamation reserve	51.40	51.40
Retained earnings		
Opening balance	19,910.47	18,704.08
Add: Profit for the year	6,237.60	3,315.84
Less: Dividend	(1,239.65)	(1,249.50)
Less: Buy-back of equity shares	-	(15.60)
Less: Tax on buy-back of equity shares	-	(788.95)
Less: Expenses for buy-back of equity shares	-	(55.40)
Add: Transfer from share based payment Reserve	13.46	-
	24,921.88	19,910.47
Remeasurement of the net defined benefit Plans (Refer note 30)		
Opening balance	(99.89)	(96.46)
Increase/decrease during the year	(54.61)	(3.43)
	(154.50)	(99.89)
Foreign currency translation reserve		
Opening balance	2,218.55	1,198.49
Increase/decrease during the year	235.50	1,020.06
	2,454.05	2,218.55
Cash flow hedge reserve (Refer note 26.3)		
Opening balance	(52.68)	51.43
Increase/decrease during the year	63.01	(104.11)
	10.33	(52.68)
	29,889.38	23,933.19

(i) Capital reserve

Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.

(ii) Capital redemption reserve

Represents the nominal amount of:

- Preference share capital: on redemption of 400,000, 0.01% cumulative redeemable preference shares.
- Equity share capital: On buy-back of 7,800,000 fully paid equity shares of ₹ 2/- each in earlier year.

The reserve can be utilised in accordance with the provisions of Section 69 of the Companies Act, 2013.

(iii) Amalgamation reserve

Represents the amount credited on account of cancellation of stock options issued pursuant to the scheme of amalgamation and acquisition.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024 (Amount in ₹ million, unless otherwise stated)

(iv) Securities premium reserve

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

(v) Share based payment reserve

The Group has established various equity-settled share based payment plans for certain categories of employees of the Group. Refer note 35 for further details.

(vi) General Reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(vii) Share application money pending allotment

The Group has established various equity-settled share based payment plans for certain categories of employees of the Group. This pertains to application money received from employees pending allotment and issue of shares under share based payment scheme.

13 Lease liabilities - non-current (valued at amortised cost)

	31 March 2024	31 March 2023
Lease liabilities (Refer note 32)	577.63	662.12
	577.63	662.12

Note:

Information about the Group's exposure to foreign currency risk, liquidity risk and interest rate risks is disclosed in note 26.

14 Other non current financial liabilities (valued at amortised cost)

	31 March 2024	31 March 2023
Accrued employee costs	67.28	52.81
	67.28	52.81

15 Provisions - non current

	31 March 2024	31 March 2023
Provision for employee benefits		
- Compensated Absences	278.93	195.45
- Gratuity fund plan liabilities (Refer note 30(2))	426.87	287.74
Other provisions		
- Provision for decommissioning liability (Refer note 34(3))	6.51	4.23
	712.31	487.42

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024 (Amount in ₹ million, unless otherwise stated)

16 Lease liabilities - current (valued at amortised cost)

	31 March 2024	31 March 2023
Lease liabilities (Refer note 32)	354.14	356.19
	354.14	356.19

Note:

Information about the Group's exposure to foreign currency risk, liquidity risk and interest rate risks is disclosed in note 26.

17 Trade payables (valued at amortised cost)

	31 March 2024	31 March 2023
Total outstanding dues of micro enterprises and small enterprises ('MSME')	22.25	11.63
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,783.04	2,301.17
	2,805.29	2,312.80

Notes:

- Trade payables include due to related parties ₹ 11.42 million (Previous year ₹ 40.29 million) (Refer note 31).
- Information about the Group's exposure to foreign currency risk and liquidity risk is disclosed in note 26.

Ageing of Trade Payables as on 31 March 2024 is as below:

Particulars	Not Due	Outstanding for the following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Disputed Due - MSME	-	-	-	-	-	-
MSME	17.82	4.43	-	-	-	22.25
Disputed Due - Other	-	-	-	-	-	-
Other	71.72	196.40	37.17	0.78	-	306.07
	89.54	200.83	37.17	0.78	-	328.32
Unbilled dues						2,476.97
Total						2,805.29

Ageing of Trade Payables as on 31st March 2023 is as below:

Particulars	Not Due	Outstanding for the following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Disputed due - MSME	-	-	-	-	-	-
MSME	10.37	1.26	-	-	-	11.63
Disputed due - Other	-	-	-	-	-	-
Other	156.03	133.94	4.97	2.34	-	297.28
	166.40	135.20	4.97	2.34	-	308.91
Unbilled dues						2,003.89
Total						2,312.80

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

18 Other current financial liabilities

	31 March 2024	31 March 2023
Financial liabilities measured at fair value through OCI		
Forward contracts designated as cash flow hedges	-	70.40
Financial liabilities measured at amortised cost		
Accrued employee costs	2,037.48	1,234.40
Unclaimed dividend	9.00	10.40
Payables in respect of property, plant and equipment and intangible assets	1.50	1.68
Security deposits	1.26	1.17
	2,049.24	1,318.05

Note:

Information about the Group's exposure to foreign currency risk, liquidity risk and interest rate risks is disclosed in note 26.

19 Other current liabilities

	31 March 2024	31 March 2023
Unearned revenue	495.36	196.70
Advances from customers	163.49	264.84
Statutory dues payable	715.15	770.42
Others*	3.03	3.22
	1,377.03	1,235.18

*Others includes amount deducted from employee's salary towards Employees Benevolent Fund which gets deposited in Employee Benevolent Fund.

20 Provisions - current

	31 March 2024	31 March 2023
Provision for employee benefits		
- Compensated absences	507.57	539.13
- Gratuity fund plan liabilities (Refer note 30 (2))	107.31	95.86
Other provisions		
- Provision for Onerous contracts (Refer note 34(2))	15.85	3.96
- Provision for decommissioning liability (Refer note 34(3))	0.48	-
	631.21	638.95

21 Revenue from operations

	31 March 2024	31 March 2023
Software services (Refer note 29)	52,781.45	47,947.69
	52,781.45	47,947.69

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

22 Other income

	31 March 2024	31 March 2023
Interest income	504.12	188.67
Profit on sale of property, plant and equipment and intangible assets (net)	5.61	-
Gain on sale/redemption of mutual funds (net)	79.58	104.77
Fair value gain on financial assets (investments) at fair value through profit or loss	173.20	2.19
Foreign exchange gain/(loss) (net)	(17.00)	(74.86)
Other non operating income (mainly includes insurance claims) (net of expenses directly attributable to such income)	252.16	7.34
Miscellaneous income	37.39	-
	1,035.06	228.11

23 Employee benefits expense

	31 March 2024	31 March 2023
Salaries and wages	28,930.85	27,002.04
Contribution to provident fund (Refer note 30(1))	679.22	626.90
Gratuity expenses (Refer note 30(2))	136.47	134.08
Share based compensation to employees (Refer note 35)	617.93	288.75
Staff welfare expenses	118.83	78.80
	30,483.30	28,130.57

24 Finance costs

	31 March 2024	31 March 2023
Interest on lease liabilities (Note 32)	72.55	91.01
Bill discounting charges	115.72	82.06
Other Interest expense	11.15	12.82
	199.42	185.89

25 Other expenses

	31 March 2024	31 March 2023
Cost of service delivery	1,083.04	1,613.40
Cost of professional sub-contracting	8,123.96	7,309.26
Travel and overseas expenses (net)	773.56	706.39
Transport and conveyance (net)	70.77	37.54
Recruitment and training expenses	442.35	532.62
Power and fuel	75.69	71.77
Rent (Refer note 32)	60.84	50.74
Repairs and maintenance -		
- Buildings	200.31	158.27
- Plant and equipment	63.07	20.10
- Software	675.30	560.92
- Others	73.75	112.79

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

	31 March 2024	31 March 2023
Insurance	102.69	55.26
Rates and taxes	128.82	70.89
Communication expenses	109.34	114.20
Legal and professional fees	1,042.83	1,169.13
Marketing expenses	172.95	78.35
Loss on sale of property, plant and equipment and intangible assets (net)	-	10.91
Auditors remuneration		
- Audit fees	11.80	10.00
- Limited review of quarterly results	2.63	2.50
- Fees for other services	1.50	0.90
- Out of pocket expenses reimbursed	0.35	0.09
Bad debts written off	1,725.17	352.43
Provision for doubtful debts and advances	(1,309.96)	1,301.99
Contributions towards corporate social responsibility (Refer note 42)	63.31	60.41
Miscellaneous expenses	241.87	211.61
	13,935.94	14,612.47

Note

Certain expenses are net of recoveries/reimbursements from customers.

26 Financial Instruments

26.1 Financial Instruments by category

The carrying value and fair value of financial instruments by categories as on 31 March 2024 are as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss (FVTPL)	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets					
Investments	6,109.42	7,086.32	-	13,195.74	13,196.38
Trade receivables	10,365.22	-	-	10,365.22	10,365.22
Cash and cash equivalents	3,925.70	-	-	3,925.70	3,925.70
Other balances with banks	323.68	-	-	323.68	323.68
Other financial assets	178.24	-	13.80	192.04	192.04
Total financial assets	20,902.26	7,086.32	13.80	28,002.38	28,003.02
Financial liabilities					
Trade payables	2,805.29	-	-	2,805.29	2,805.29
Lease liabilities	931.77	-	-	931.77	931.77
Other financial liabilities	2,116.52	-	-	2,116.52	2,116.52
Total financial liabilities	5,853.58	-	-	5,853.58	5,853.58

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

The carrying value and fair value of financial instruments by categories as on 31 March 2023 are as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss (FVTPL)	Financial assets/liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets					
Investments	2,797.43	2,854.07	-	5,651.50	5,651.50
Trade receivables	9,071.18	-	-	9,071.18	9,071.18
Cash and cash equivalents	4,668.82	-	-	4,668.82	4,668.82
Other balances with banks	897.82	-	-	897.82	897.82
Other financial assets	281.02	-	-	281.02	281.02
Total financial assets	17,716.27	2,854.07	-	20,570.34	20,570.34
Financial liabilities					
Trade payables	2,312.80	-	-	2,312.80	2,312.80
Lease liabilities	1,018.31	-	-	1,018.31	1,018.31
Other financial liabilities	1,300.46	-	70.40	1,370.86	1,370.86
Total financial liabilities	4,631.57	-	70.40	4,701.97	4,701.97

26.2 Fair value hierarchy

Financial assets and liabilities include cash and cash equivalents, other balances with banks, trade receivables (including unbilled), other financial assets, trade payables and other financial liabilities, whose fair values approximate their carrying amounts largely due to the short term nature of such assets and liabilities. Fair value of lease liabilities approximate its carrying amounts, as lease liabilities are valued using the discounted cash flow method.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This level of hierarchy includes Company's over the counter (OTC) derivative contracts.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following methods and assumptions were used to estimate the fair values:

The fair value of the quoted bonds and mutual funds are based on price quotations at reporting date.

The following table presents fair value hierarchy of financial assets and liabilities as on 31 March 2024:

Particulars	As at 31 March 2024	Fair value measurement		
		Level 1	Level 2	Level 3
Investments in Mutual funds and Index funds (quoted)	7,290.85	7,290.85	-	-
Investments in Bonds (unquoted)	1,070.76	-	1,070.76	-
Investments in Term deposits (unquoted)	4,834.13	-	4,834.13	-
Forward contract (Liability) designated as cash flow hedge	13.80	-	13.80	-

Notes forming part of the consolidated financial statements

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(Amount in ₹ million, unless otherwise stated)

The following table presents fair value hierarchy of financial assets and liabilities as on 31 March 2023:

Particulars	As at 31 March 2023	Fair value measurement		
		Level 1	Level 2	Level 3
Investments in Mutual funds and Index funds (quoted)	3,046.70	3,046.70	-	-
Investments in Bonds (unquoted)	718.80	-	718.80	-
Investments in Term deposits (unquoted)	1,886.00	-	1,886.00	-
Forward contract designated as cash flow hedge	(70.40)	-	(70.40)	-

26.3 Financial risk management

The board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committees, which is responsible for developing and monitoring the Group's risk management policies. The Group has exposure to the following risks arising from financial instruments.

a. Credit risk

Credit risk is the risk of financial losses to the Group if a customer or counterparty to financial instruments fails to discharge its contractual obligations and arises primarily from the Group's receivables from customers amounting to ₹ 7,677.01 million and ₹ 7,316.12 million and unbilled revenue amounting to ₹ 2,688.21 million and ₹ 1,755.06 million as on 31 March 2024 and 31 March 2023 respectively. To manage this, the Group periodically assesses the key accounts receivable balances. Credit risk on derivative instruments is generally low as the Company enters into derivative contracts with reputed banks. As per Ind AS 109: Financial Instruments, the Group uses expected credit loss model to assess the impairment loss or gain.

i. Trade receivables

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Group has a dedicated sales team at each geography which is responsible for collecting dues from the customer within stipulated period. The management reviews status of critical accounts on a regular basis. Unbilled revenue is not outstanding for more than 90 days. For the details of the Group's exposure to credit risk by geographic region and revenue generated from top customer, refer note 27.

ii. Impairment

Movement in the allowance for impairment in respect of trade and other receivables:

Particulars	31 March 2024	31 March 2023
Balance at the beginning of the year	1,558.40	410.94
Provision made	419.16	1,460.86
Provision reversed	143.65	17.73
Provision utilised	1,404.76	352.43
Translation exchange difference	9.92	56.76
Balance as on 31 March 2024	439.07	1,558.40

iii. Cash and bank balances

The Group held cash and bank balances of ₹ 4,249.38 million and ₹ 5,566.64 million as on 31 March 2024 and 31 March 2023 respectively. The cash and bank balances are held with banks which have high credit ratings assigned by international credit rating agencies.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

iv. Guarantees

The Group's policy is to provide financial guarantees on behalf of subsidiaries. The Group has issued the guarantees to certain banks in respect of credit facilities granted to its subsidiaries. There are NIL external borrowings in subsidiaries as on 31 March 2024 and 31 March 2023.

v. Investment

The Group invests surplus funds in mutual fund schemes, bonds and fixed deposits. The Group manages the risk through diversification and by placing limits on individual instruments. Investments of surplus funds are made only with approved counterparties having a good market reputation and within credit limits assigned to each counterparty.

b. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has a view of maintaining liquidity and to take minimum possible risk while making investments. In order to maintain liquidity, the Group invests its excess funds in short term liquid assets like liquid mutual funds. The Group monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

The liquidity position at each reporting date is given below:

Particulars	31 March 2024	31 March 2023
Cash and cash equivalents	3,925.70	4,668.82
Other balances with banks (excluding unclaimed dividend)	314.68	879.42
Investments in Mutual funds and Index funds (quoted) (non-trade)	7,290.85	3,046.70
Investments in Bonds (unquoted) (non-trade)	1,070.76	718.80
Investments in Term deposits (unquoted)	4,834.13	1,886.00
Fixed deposits with banks (non-current portion)	1.60	111.31
Total	17,437.72	11,311.05

The following are the remaining undiscounted contractual maturities of financial liabilities as on 31 March 2024:

Particulars	Less than 1 year	1-2 years	2-4 years	4-5 years	> 5 years	Total
Trade payables	2,805.29	-	-	-	-	2,805.29
Lease liabilities	343.00	290.08	193.69	75.96	185.58	1,088.31
Other financial liabilities	2,116.52	-	-	-	-	2,116.52

The following are the remaining undiscounted contractual maturities of financial liabilities as on 31 March 2023:

Particulars	Less than 1 year	1-2 years	2-4 years	4-5 years	> 5 years	Total
Trade payables	2,312.80	-	-	-	-	2,312.80
Lease liabilities	429.11	330.12	320.34	15.81	50.48	1,145.86
Other financial liabilities	1,370.86	-	-	-	-	1,370.86

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c. Market risk

Market risk is a risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

i. Foreign currency risk

Significant portion of the Group's revenues are in foreign currencies, while a significant portion of the costs are in Indian rupee i.e. functional currency of the Group. The foreign currencies to which the Group is majorly exposed to are US Dollars, Euros and Pound Sterling.

The Group evaluates net exchange rate exposure based on current revenue projections and expected volatility in the market and covers its exposure up to 75% on net basis. For this purpose the Group uses foreign currency derivative instruments such as forward covers to mitigate the risk. The counterparty to these derivative instruments is a bank. The Group has designated certain derivative instruments as cash flow hedge to mitigate the foreign exchange exposure of highly probable forecasted cash flows.

a. Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonable possible change in US Dollars, Euros, Pound Sterling and Other currencies with all other variables constant:

Currency	Fluctuation	Impact on pre-tax profit	
		31 March 2024	31 March 2023
US Dollars	+1%	7.50	8.17
	-1%	(7.50)	(8.17)
Euros	+1%	1.40	1.80
	-1%	(1.40)	(1.80)
Pound Sterling	+1%	0.01	0.05
	-1%	(0.01)	(0.05)
Other	+1%	0.04	0.12
	-1%	(0.04)	(0.12)

Above excludes local currency of foreign subsidiaries.

b. Derivative assets and liabilities designated as cash flow hedges

In accordance with its risk management policy and business plan the Group has hedged its cash flows. The Group enters into derivative contracts to offset the foreign currency risk arising from the amounts denominated in currencies other than in Indian rupees. The counter party to the Group's foreign currency contracts is a bank. These contracts are entered into to hedge the foreign currency risks of firm commitments (sales orders) and highly probable forecast transactions. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

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(Amount in ₹ million, unless otherwise stated)

The following are the outstanding GBP/USD/EUR: INR Currency Exchange Contracts entered into by the Group which has been designated as Cash Flow Hedges:

Particulars	31 March 2024		31 March 2023	
	Foreign Currency	₹	Foreign Currency	₹
EUR	6.35	587.44	6.44	573.99
USD	95.67	8,041.94	92.00	7,559.15
GBP	7.36	779.14	6.45	653.63

The forward contracts entered have maturity between 30 days to 11 months from the Balance Sheet date.

The movement in the hedging reserve for derivatives, which have been designated as Cash Flow Hedges, is as follows:

Particulars	31 March 2024	31 March 2023
Balance at the beginning of the year	(52.68)	51.43
Gains/(losses) recognised in other comprehensive income	84.20	(139.13)
Deferred tax on fair value of effective portion of cash flow hedges	(21.19)	35.02
Balance at the end of the year	10.33	(52.68)

ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily with Group's fixed and floating rate instruments. The interest rate profile of the Group's interest-bearing financial instruments is as follows:

Particulars	31 March 2024	31 March 2023
Fixed rate instruments		
Financial assets	6,885.79	4,899.16
Floating rate instruments		
Financial assets	1,011.95	186.55

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on the portion of investments with floating interest rate due to change in market interest rates. With all other variables held constant, the Group's profit before tax will affect as follows:

Particulars	Impact on profit before tax	
	31 March 2024	31 March 2023
Increase by 1%	10.12	1.87
Decrease by 1%	(10.12)	(1.87)

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024 (Amount in ₹ million, unless otherwise stated)

27 Segment Information

Birlasoft Limited provides software development and IT consulting to its customers predominantly in Banking, Financial Services and Insurance, Life Sciences and Services, Energy Resources and Utilities and Manufacturing (which mainly includes Discrete Manufacturing, Hi-Tech & Media, Auto and Consumer packaged goods). The customers in these verticals are located at US/ Europe/ APAC region. To enable the Group to serve their specific needs, the Group has set up legal entities in the respective geographies. The business is structured in such a way that the predominantly customer front ending and bidding process is carried out by these legal entities.

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating decision maker is the Chief Executive Officer and Managing Director.

A) Vertical segments

The Group has identified business segments ('industry vertical') as reportable segments. The business segments comprise:

- 1) Manufacturing,
- 2) Banking, Financial Services and Insurance (BFSI),
- 3) Energy and Utilities,
- 4) Life Sciences

Revenue, Income and expenses directly attributable to segments are reported under each reportable segment. All other Income and expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities used in the Group's business are not identified to any of the reportable segments, as these are used interchangeably between segments. The management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

There is no capital expenditure incurred which is attributable to specific segment.

Particulars	31 March 2024					31 March 2023				
	Manufacturing	BFSI	Energy and Utilities	Life Sciences	Total	Manufacturing	BFSI	Energy and Utilities	Life Sciences	Total
a) Segment Revenue										
Revenue from software development and IT consulting services	21,744.87	11,029.50	7,544.87	12,462.21	52,781.45	19,503.41	9,283.34	6,823.11	12,337.83	47,947.69
Total Segment Revenue	21,744.87	11,029.50	7,544.87	12,462.21	52,781.45	19,503.41	9,283.34	6,823.11	12,337.83	47,947.69
b) Segment Results										
Unallocated Corporate expenses (Net)	6,082.69	3,325.65	2,544.88	2,730.22	14,683.44	4,815.99	2,585.35	2,636.61	446.40	10,484.35
Interest income					504.12					188.67
Finance Cost					(199.42)					(185.89)
Profit before tax					8,347.59					4,424.22
Income Tax					(1,994.20)					(1,277.82)
Deferred Tax					(115.79)					169.44
Profit after Tax					6,237.60					3,315.84
c) Depreciation / Amortisation #					850.26					822.65
d) Non cash expenses other than Depreciation / Amortisation #					-					-

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024 (Amount in ₹ million, unless otherwise stated)

B) Geographical Segments

Particulars	31 March 2024				31 March 2023			
	America	UK & Europe	Rest of World	Total	America	UK & Europe	Rest of World	Total
a) Segment Revenue	45,116.93	4,640.24	3,024.28	52,781.45	40,542.36	4,534.12	2,871.21	47,947.69
b) Non current assets*	4,167.45	868.14	2,480.02	7,515.61	3,958.14	822.51	3,209.86	7,990.51

*Non-current assets include assets other than financial instruments, deferred tax assets and post employment benefit assets which include amounts expected to be recovered more than twelve months after the reporting period.

#The cost incurred during the year to acquire Segment property, plant and equipments, Depreciation / Amortisation and non-cash expenses are not attributable to any reportable segment.

C) Major customer

Revenue from one customer, ₹ 5,817.73 million (Previous year Nil), individually accounts for more than 10% of Group's revenue.

28 Disclosure relating to entities considered in the consolidated financial statements

As on 31 March 2024

Name of entity	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
A Parent Company:								
Birlasoft Limited, India	48.23%	14,681.98	47.89%	2,987.39	3.44%	8.40	46.22%	2,995.79
(A)		14,681.98		2,987.39		8.40		2,995.79
B Subsidiaries:								
I Foreign subsidiaries:								
1 Birlasoft Solutions Inc., USA	26.14%	7,957.90	22.52%	1,404.77	-15.54%	(37.90)	21.09%	1,366.87
2 Birlasoft Computer Corporation, USA	3.47%	1,056.71	-0.49%	(30.84)	-6.46%	(15.76)	-0.72%	(46.60)
3 Birlasoft Inc., USA	21.65%	6,590.38	27.09%	1,689.69	-36.80%	(89.75)	24.68%	1,599.94
4 Birlasoft Consulting Inc. (Subsidiary of Birlasoft Solutions Inc.), USA	1.00%	304.04	3.65%	227.92	-1.22%	(2.97)	3.47%	224.95
5 Enable Path LLC (Subsidiary of Birlasoft Inc.), USA #	0.00%	-	0.00%	-	0.00%	-	0.00%	-
6 Birlasoft Solutions Ltda (Subsidiary of Birlasoft Solutions Inc.), Brazil	1.26%	383.90	1.71%	106.76	-1.93%	(4.70)	1.57%	102.06
7 Birlasoft Solutions Mexico, S.A. DE C.V. (Subsidiary of Birlasoft Solutions Inc.), Mexico	-0.10%	(29.58)	0.15%	9.06	1.73%	4.21	0.20%	13.27
8 Birlasoft Technologies Canada Corporation (Subsidiary of Birlasoft Computer Corporation, USA)	4.13%	1,257.74	1.28%	79.61	-6.19%	(15.10)	1.00%	64.51
9 Birlasoft Solutions Limited, UK	0.86%	262.66	-0.18%	(11.03)	-3.42%	(8.34)	-0.30%	(19.37)
10 Birlasoft Solutions France, France	1.47%	447.39	3.59%	224.12	-1.06%	(2.59)	3.42%	221.53
11 Birlasoft (UK) Limited (Subsidiary of Birlasoft Inc.), UK	0.54%	164.42	-1.14%	(70.93)	-2.48%	(6.04)	-1.19%	(76.97)
12 Birlasoft Solutions GmbH (Subsidiary of Birlasoft Solutions Limited), Germany	0.12%	35.80	0.14%	8.93	-0.03%	(0.07)	0.14%	8.86
13 Birlasoft Solutions ME FZE, UAE	0.56%	171.00	-0.17%	(10.57)	-1.65%	(4.03)	-0.23%	(14.60)
14 Birlasoft Sdn Bhd, Malaysia	0.13%	39.31	0.14%	8.80	0.84%	2.04	0.17%	10.84
(B)		18,641.67		3,636.29		(181.00)		3,455.29
C Consolidation adjustments including intercompany eliminations	-9.47%	(2,882.40)	-6.19%	(386.08)	170.77%	416.50	0.47%	30.42
D Total (A+B+C)		30,441.25		6,237.60		243.90		6,481.50

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

As on 31 March 2023

Name of entity	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
A Parent Company:								
Birlasoft Limited, India	49.87%	12,209.37	60.43%	2,003.64	-11.78%	(107.54)	44.84%	1,896.10
(A)		12,209.37		2,003.64		(107.54)		1,896.10
B Subsidiaries:								
I Foreign subsidiaries:								
1 Birlasoft Solutions Inc., USA	26.33%	6,446.42	-1.28%	(42.50)	-15.69%	(143.17)	-4.39%	(185.67)
2 Birlasoft Computer Corporation, USA	4.38%	1,071.66	-1.95%	(64.54)	-8.29%	(75.66)	-3.32%	(140.20)
3 Birlasoft Inc., USA	26.18%	6,410.55	46.11%	1,528.90	-37.90%	(345.85)	27.98%	1,183.05
4 Birlasoft Consulting Inc. (Subsidiary of Birlasoft Solutions Inc.), USA	0.30%	73.43	-3.59%	(118.96)	-1.27%	(11.56)	-3.09%	(130.52)
5 Enable Path LLC (Subsidiary of Birlasoft Inc.), USA #	-2.13%	(520.77)	-0.91%	(30.16)	8.59%	78.34	1.14%	48.18
6 Birlasoft Solutions Ltda (Subsidiary of Birlasoft Solutions Inc.), Brazil	1.11%	270.73	4.09%	135.77	0.51%	4.65	3.32%	140.42
7 Birlasoft Solutions Mexico, S.A. DE C.V. (Subsidiary of Birlasoft Solutions Inc.), Mexico	-0.17%	(42.02)	-0.95%	(31.45)	0.09%	0.84	-0.72%	(30.61)
8 Birlasoft Technologies Canada Corporation (Subsidiary of Birlasoft Computer Corporation, USA)	4.75%	1,163.04	1.13%	37.47	3.71%	33.87	1.69%	71.34
9 Birlasoft Solutions Limited, UK	1.08%	263.39	0.52%	17.39	1.79%	16.36	0.80%	33.75
10 Birlasoft Solutions France, France	0.90%	220.58	-7.37%	(244.24)	2.37%	21.66	-5.26%	(222.58)
11 Birlasoft (UK) Limited (Subsidiary of Birlasoft Inc.), UK	0.93%	228.72	1.73%	57.25	1.40%	12.80	1.66%	70.05
12 Birlasoft Solutions GmbH (Subsidiary of Birlasoft Solutions Limited), Germany	0.11%	26.60	1.49%	49.53	-0.15%	(1.38)	1.14%	48.15
13 Birlasoft Solutions ME FZE, UAE	0.72%	177.11	-0.55%	(18.18)	-1.45%	(13.23)	-0.74%	(31.41)
14 Birlasoft Sdn Bhd, Malaysia	0.13%	32.57	0.14%	4.72	0.06%	0.59	0.13%	5.31
(B)		15,822.01		1,281.00		(421.74)		859.26
C Consolidation adjustments including intercompany eliminations	-14.49%	(3,548.45)	0.94%	31.20	158.00%	1,441.80	34.84%	1,473.00
D Total (A+B+C)		24,482.93		3,315.84		912.52		4,228.36

The management approved and authorized the merger of Enablepath, LLC (Subsidiary of Birlasoft Inc.) into the Birlasoft Inc. upon the terms and conditions as set forth in the Agreement and Plan of Merger, effective 01 April 2023.

29 Disclosures as per Ind AS 115 - Revenue from Contract with Customers

a Disaggregation of revenue from contracts with customers

For disaggregation of the Group's revenue from contracts with customers, refer note 27 - Segment Information.

b Revenue disaggregation is as follows:

Particulars	31 March 2024	31 March 2023
By nature of services		
Software services	52,749.37	47,893.14
Sale of equipment and software licences	32.08	54.55
	52,781.45	47,947.69

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Particulars	31 March 2024	31 March 2023
By nature of contracts		
Fixed price contracts	32,591.05	28,974.19
Time and material contracts	20,190.40	18,973.50
	52,781.45	47,947.69

c Trade receivables and Contract balances:

Particulars	31 March 2024	31 March 2023
Trade Receivables	7,677.01	7,316.12
Contract asset (including unbilled revenue)	4,253.57	2,709.10
Unearned Revenue	495.36	196.70

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue for time and material contracts are recognized as related services are performed. Revenue for fixed price maintenance and support services contracts is recognized on a straight line basis over the period of the contract. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed price contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

Invoicing in excess of earnings are classified as unearned revenue.

Trade receivables are non-interest bearing and generally have a credit period of 60 days.

d Change in unbilled revenue

Particulars	31 March 2024	31 March 2023
Balance at the beginning of the year	2,709.10	3,595.40
Invoices raised that were included in the Unbilled revenue balance at the beginning of the year	2,709.10	3,595.40
Increase due to revenue recognised during the year, excluding amounts billed during the year	4,253.57	2,709.10
Balance at the end of the year	4,253.57	2,709.10

The unearned revenue primarily relate to the advance consideration received on contracts entered with customers for which no work is performed at the reporting date, and therefore revenue will be recognized when rights become unconditional.

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

e Change in unearned revenue

Particulars	31 March 2024	31 March 2023
Balance at the beginning of the year	196.70	629.77
Revenue recognised that was included in the unearned revenues balance at the beginning of the year	196.70	629.77
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	495.36	196.70
Balance at the end of the year	495.36	196.70

f Performance Obligation

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially) satisfied performance obligations, along with the broad time band for the expected time to recognise those revenues, the Group has applied the practical expedient in Ind AS 115. Accordingly, the Group has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revalidations of the estimates, economic factors (changes in currency rates, tax laws etc).

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March are, as follows:

Particulars	31 March 2024	31 March 2023
Within one year	1,544.18	1,541.85
More than one year	253.55	398.86

g The Group recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognized is amortized on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

Particulars	31 March 2024	31 March 2023
Opening Balance	167.43	313.76
Cost incurred during the year qualifying as contract fulfilment cost	324.49	539.55
Amortized in the reporting period	233.50	685.88
Closing balance	258.42	167.43

h Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	31 March 2024	31 March 2023
Contracted price	53,794.71	48,766.50
Reductions towards variable consideration components (included in contract)*	(1,013.26)	(818.81)
Revenue recognised	52,781.45	47,947.69

*The reduction towards variable consideration comprises of volume discounts, service level credits, etc.

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

30 Details of employee benefits as required by Ind AS 19 - "Employee benefits" are as under

1 Defined contribution plan – Provident fund

Amount recognized as an expense in the Statement of Profit and Loss in respect of defined contribution plan is ₹ 679.22 million (Previous Year ₹ 626.9 million).

2 Defined benefit plan

Defined benefit plan - Funded

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Gratuity is a benefit to an employee in India based on 15 days of last drawn salary for each completed year of service with a vesting period of 5 years.

These defined benefit plans expose the Company to actuarial risks, such as longevity risk and interest rate risk.

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2024	31 March 2023
Present value of defined benefit obligation at the beginning of the year	636.58	600.95
Current service cost	109.12	110.52
Interest cost	46.53	41.11
Liability Transferred In	-	0.44
Actuarial loss/(gain) recognised in other comprehensive income		
a) changes in demographic assumptions	13.18	(7.06)
b) changes in financial assumptions	36.33	(4.86)
c) experience adjustments	18.12	14.95
Benefits paid	(72.83)	(119.47)
Present value of defined benefit obligation at the end of the year	787.03	636.58

Changes in the plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2024	31 March 2023
Fair value of plan assets at the beginning of the year	262.40	256.53
Actual return on plan assets	19.18	17.55
Assets Transferred In	-	0.44
Employer contribution	19.99	-
Benefits paid	(32.17)	(10.57)
Adjustments to return on plan assets	(5.35)	(1.55)
Fair value of plan assets at the end of the year	264.05	262.40

Analysis of defined benefit obligation	31 March 2024	31 March 2023
Present value of obligation as at the end of the year	787.03	636.58
Fair value of plan assets	264.05	262.40
Net liability recognized in the Balance Sheet	522.98	374.18

Components of employer expenses/remeasurement recognized in the Statement of Profit and Loss	31 March 2024	31 March 2023
Current service cost	109.12	110.52
Interest cost (net)	27.35	23.56
Expenses recognized in the Statement of Profit and Loss	136.47	134.08

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Components of employer expenses/remeasurement recognized in the Other Comprehensive Income (OCI)	31 March 2024	31 March 2023
Actuarial loss/(gain) for the year on obligations	67.63	3.03
Actuarial loss/(gain) for the year on assets	5.35	1.55
Net (income)/expense recognized in the OCI	72.98	4.58

Actuarial assumptions:	31 March 2024	31 March 2023
Discount rate	7.18%	7.31%
Salary escalation	7.50% for next 1 year and 6.50% p.a. for all future years thereafter	7% for next 1 year and 6% p.a. for all future years thereafter
Attrition Rate		
- 2 years and below	25.00%	35.00%
- 3 years to 4 years	25.00%	25.00%
- 5 years and above	15.00%	15.00%

- The discount rate is based on prevailing yields of Indian Government Securities as at the Balance Sheet date for the estimated term of the obligation.
- Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
- Assumptions regarding future mortality rates are the rates as given under Indian Assured Lives Mortality (2012-14) Ultimate.

Major categories of plan assets (as percentage of total plan assets)

Particulars	31 March 2024	31 March 2023
Funds managed by insurer	100%	100%

Expected contribution for the next Annual reporting period.

Particulars	31 March 2024	31 March 2023
Service cost	148.78	109.12
Net interest cost	37.55	27.35
Expected expense for the next annual reporting period	186.33	136.47

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Projected benefit obligation on current assumptions	31 March 2024		31 March 2023	
	Defined benefit obligation		Defined benefit obligation	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(37.20)	41.06	(28.64)	31.53
Future salary growth (1% movement)	43.87	(40.94)	34.73	(32.38)
Demographic Assumptions (1% movement)	(4.24)	4.17	(1.28)	1.12

Sensitivities due to mortality & withdrawals are not material and hence impact of change due to these is not calculated.

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Maturity profile of defined benefit plan

Projected benefits payable in future years from the date of reporting	31 March 2024	31 March 2023
Within 1 year	96.11	86.41
1-2 year	93.04	84.38
2-3 year	98.56	79.54
3-4 year	104.04	79.97
4-5 year	95.95	78.24
5-6 year	359.01	282.30
Thereafter	370.68	281.06

Weighted average assumptions used to determine net periodic benefit cost

Particulars	31 March 2024	31 March 2023
Number of active members	10,686	10,736
Per month salary cost for all active members (₹ million)	490.52	439.29
Weighted average duration of the projected benefit obligation (years)	7.00	8.00
Average expected future service (years)	4.00	4.00
Projected benefit obligation (PBO)	787.03	636.58

31 Related party disclosures

A. Relationship between the parent and its subsidiaries

Sr. No	Name of the subsidiary	Country of Incorporation	% voting power held	
			As at 31 March 2024	As at 31 March 2023
Direct subsidiaries				
1	Birlasoft Solutions Inc.	United States of America	100	100
2	Birlasoft Solutions France	France	100	100
3	Birlasoft Computer Corporation	United States of America	100	100
4	Birlasoft Solutions ME FZE	United Arab Emirates	100	100
5	Birlasoft Solutions Limited	United Kingdom	100	100
6	Birlasoft Sdn. Bhd.	Malaysia	100	100
7	Birlasoft Inc.	United States of America	100	100
Step down subsidiaries				
8	Birlasoft Solutions Ltda. (Subsidiary of Birlasoft Solutions Inc., USA)	Brazil	100	100
9	Birlasoft Consulting Inc. (Subsidiary of Birlasoft Solutions Inc., USA)	United States of America	100	100
10	Birlasoft Solutions Mexico, S.A. DE C.V. (Subsidiary of Birlasoft Solutions Inc., USA)	Mexico	100	100
11	Birlasoft Technologies Canada Corporation (Subsidiary of Birlasoft Computer Corporation, USA)	Canada	100	100
12	Birlasoft Solutions GmbH (Subsidiary of Birlasoft Solutions Ltd. UK)	Germany	100	100

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Sr. No	Name of the subsidiary	Country of Incorporation	% voting power held	
			As at 31 March 2024	As at 31 March 2023
13	Enablepath, LLC (Subsidiary of Birlasoft Inc.) #	United States of America	N.A.	100
14	Birlasoft (UK) Limited (Subsidiary of Birlasoft Inc.)	United Kingdom	100	100
Enterprise having significant influence over the entity				
15	National Engineering Industries Limited	India	N.A.	N.A.
16	Central India Industries Ltd	India	N.A.	N.A.
Public Company in which a director is a director and holds, along with his relatives, greater than 2% of its paid-up share capital				
17	Orient Cement Limited	India	N.A.	N.A.
18	Orient Electric Limited	India	N.A.	N.A.
19	CK Birla Healthcare Private Limited	India	N.A.	N.A.
20	The East Indian Produce Co. Ltd.	India	N.A.	N.A.

B. List of Key Management Personnel

Key Management Personnel ('KMP')	Amita Birla	Chairman and Non-Executive Director
	Chandrakant Birla	Non-Executive Director
	Anant Talaulicar (upto 20 October 2022)	Independent Director
	Alka Bharucha (upto 22 May 2023)	Independent Director
	Ashok Kumar Barat (upto 14 January 2024)	Independent Director
	Ananth Sankaranarayanan	Independent Director
	Nandita Gurjar (upto 14 January 2024)	Independent Director
	Satyavati Berera (w.e.f 31 October 2023)	Independent Director
	Nidhi Killawala (w.e.f 15 December 2023)	Independent Director
	Manish Choksi (w.e.f 16 January 2024)	Independent Director
	Dharmander Kapoor (upto 30 November 2022)	Chief Executive Officer & Managing Director
	Angan Guha (w.e.f. 1 December 2022)	Chief Executive Officer & Managing Director
	Kamini Shah (w.e.f. 3 April 2023)	Chief Financial Officer
	Sneha Padve	Company Secretary

C. List of other related parties with whom there are transactions	CK Birla Corporate Services Limited, India*
	Khaitan & Co. LLP, India
	GMMCO Limited, India

D. List of relatives of Director's and KMP's with whom there are transactions	Siddhant Padve
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* As the Company and CK Birla Corporate Services Limited use the same 'CK Birla' brand and are disclosed as being part of the same 'Group' on the website operated by CK Birla Corporate Services Limited, from a good governance perspective the transaction is being reported as a 'related party transaction' under the applicable accounting standards.

The management approved and authorized the merger of Enablepath, LLC (Subsidiary of Birlasoft Inc.) into the Birlasoft Inc. upon the terms and conditions as set forth in the Agreement and Plan of Merger, effective 01 April 2023.

Notes forming part of the consolidated financial statements for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

E. Summary of transactions with related parties

Particulars	Public Company in which a director is a director and holds, along with his relatives, greater than 2% of its paid-up share capital		KMP		Relatives of Director's and KMP's		Enterprise having significant influence over the entity and other related parties		Total 31 March 2024	Total 31 March 2023
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023		
I Transaction during the year										
Sales	32.53	26.92	-	-	-	-	8.00	7.66	40.53	34.58
Reimbursement of Expenses	-	-	0.61	0.38	-	-	-	32.32	0.61	32.70
Other Expenses	4.88	-	-	-	-	-	92.61	75.14	97.49	75.14
Purchase of Property, Plant and Equipment	-	-	-	-	-	-	6.57	-	6.57	-
Dividend paid	-	-	0.17	3.48	-	-	508.07	508.07	508.24	511.55
Cost recovery	-	-	-	-	-	-	4.83	-	4.83	-
Remuneration (including salary, perquisites, employment benefit plans)	-	-	199.63	582.34	0.38	0.40	-	-	200.01	582.74
Commission and sitting fees paid	-	-	30.41	31.65	-	-	-	-	30.41	31.65
II Outstanding Balance at year end										
Trade Receivable	5.75	8.13	-	-	-	-	-	-	5.75	8.13
Other Receivable	-	-	1.06	1.62	-	-	0.47	-	1.53	1.62
Trade Payable	-	-	-	-	-	-	(11.42)	(40.29)	(11.42)	(40.29)

F. Transactions with related parties

Transaction	Related party name	31 March 2024	31 March 2023
Sales	Orient Electric Limited	30.13	25.21
	CK Birla Corporate Services Limited	8.00	7.66
Reimbursement of Expenses	CK Birla Corporate Services Limited	-	32.32
	Kamini Shah	0.45	-
	Sneha Padve	0.16	0.14
	CK Birla Corporate Services Limited	92.41	75.14
Purchase of Property, Plant and Equipment	GMMCO Limited	6.57	-
Dividend	National Engineering Industries Limited	484.81	484.81
Cost recovery	CK Birla Corporate Services Limited	4.83	-
Remuneration#	Chandrasekar Thyagarajan	-	43.41
	Angan Guha	167.90	110.43
	Dharmander Kapoor	-	419.08
	Kamini Shah	20.19	-

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Transaction	Related party name	31 March 2024	31 March 2023
Commission and sitting fees paid	Alka Bharucha	2.30	3.55
	Amita Birla	14.66	14.15
	Anant Talaulicar	1.40	3.30
	Ashok Kumar Barat	3.65	4.25
	Nandita Gurjar	2.95	3.65

G. Outstanding Balance at year end

Transaction	Related party name	31 March 2024	31 March 2023
Trade Receivable	Orient Electric Limited	5.28	7.90
Other Receivable	Amita Birla	0.41	0.50
	Ashok Kumar Bharat	0.24	0.30
	Nandita Gurjar	0.16	0.20
	Anant Talaulicar	-	0.22
	Chandrakant Birla	0.11	0.20
Trade Payable	CK Birla Corporate Services Limited	11.42	40.29

Remuneration includes share based payments to Dharmander Kapoor Nil (previous year ₹ 364.55 million), to Chandrasekar Thyagarajan Nil (previous year ₹ 13.14 million), to Sneha Padve ₹ 6 million (previous year ₹ 3 million).

Notes:

- 1) Remuneration excludes provision for employee benefits as separate actuarial valuation for the directors, key management personnel and their relatives is not available.
- 2) All transactions with these related parties are priced on an arm's length basis.
- 3) As the Company and CK Birla Corporate Services Limited use the same 'CK Birla' brand and are disclosed as being part of the same 'Group' on the website operated by CK Birla Corporate Services Limited, from a good governance perspective the transaction is being reported as a 'related party transaction' under the applicable accounting standards.

32 Lease transactions

Following is the movement in lease liabilities

Particulars	Vehicles		Office premises		Total	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Opening Balance	-	-	1,018.31	1,228.29	1,018.31	1,228.29
Additions	6.38	-	358.03	94.42	364.41	94.42
Finance cost during the period	0.12	-	72.43	91.01	72.55	91.01
Deletions	-	-	114.64	4.62	114.64	4.62
Payment of lease liabilities	1.19	-	409.26	402.79	410.45	402.79
Exchange difference	-	-	1.59	12.00	1.59	12.00
Closing Balance	5.31	-	926.46	1,018.31	931.77	1,018.31

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

The following is breakup of current and non-current lease liabilities

Particulars	31 March 2024	31 March 2023
Current lease liabilities	354.14	356.19
Non-current lease liabilities	577.63	662.12
Total	931.77	1,018.31

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis

Particulars	31 March 2024	31 March 2023
Less than one year	343.00	429.11
One to five years	559.73	666.27
More than five years	185.58	50.48
Total	1,088.31	1,145.86

The Group does not face significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Amount recognised in profit and loss statement

Particulars	31 March 2024	31 March 2023
Finance cost on lease liabilities	72.55	91.01
Expense relating to short term leases	44.72	39.18
Expense relating to leases of low value assets excluding short term leases of low value assets	6.64	5.57
Expenses relating to variable lease payments not included in measurement of lease liabilities	9.48	5.99
Total	133.39	141.75

Cashflows in the Statement of Cash flows

Particulars	31 March 2024	31 March 2023
Repayment of lease liabilities	410.45	402.79
Total	410.45	402.79

The Group has lease contracts for office buildings and vehicles. The Group's obligations under its leases are secured by the lessor's title to the leased assets. The average period of lease is 8 years for office premises and 3 years for vehicles.

The Group also has certain leases of buildings/guest houses with lease terms of 12 months or less and with low value. The Group has applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

33 Basic and diluted earnings per share (EPS)

Particulars		31 March 2024	31 March 2023
Nominal value per equity share	₹	2.00	2.00
Profit for the year attributable to equity shareholders of Holding Company (A)	₹ (million)	6,237.60	3,315.84
Weighted average number of equity shares outstanding at the end of the year for basic earnings per share (B)	No. of shares	276,730,512	277,128,994

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Particulars		31 March 2024	31 March 2023
Earnings per share – basic (A/B)	₹	22.54	11.96
Effect of dilutive potential equity shares -			
Weighted average number of diluted equity shares outstanding at the end of the year, adjusted for the effect of dilution of shares (C)	No. of shares	280,341,922	278,121,455
Earnings per share – diluted (A/C)	₹	22.25	11.92

Computation of weighted average number of shares

Particulars	31 March 2024	31 March 2023
Number of shares outstanding as on April 01	274,870,547	279,496,082
Weighted average number of shares exercised, vested and bought back (net)	1,859,965	(2,367,088)
Weighted average number of shares considered for calculation of basic EPS	276,730,512	277,128,994
Effect of dilution		
Weighted average stock options granted under ESOP	3,611,410	992,461
Total considered for calculation of diluted EPS	280,341,922	278,121,455

34 Details of provisions and movements in each class of provisions as required by the Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets

1 Contingent liabilities

Sr. No.	Particulars	31 March 2024	31 March 2023
1	Outstanding bank guarantees in routine course of business	88.39	60.71
2	Service Tax matters (excluding interest and penalty) (Refer note (i) below)	685.45	685.45
3	Income tax matters (refer note (ii) below)	692.70	710.65
4	Other matters (Refer note (iii) below)	30.25	55.95

Notes:

(i) Service tax matters

- The Company has filed an appeal before Central Excise and Service Tax Appellate Tribunal against the order received from Commissioner of Central Excise & Service Tax, Pune I for the period April 2014 to March 2015 demanding service tax on:
 - ₹ 169.34 million (Previous year ₹ 169.34 million) towards Service Tax on the amount received by branches from overseas clients on behalf of the Company, under the head 'Business Auxiliary Services'.
 - ₹ 13.07 million (Previous year ₹ 13.07 million) towards the amount of expenditure made in foreign currency.
- The Company has filed an appeal before Central Excise and Service Tax Appellate Tribunal against the order received from Commissioner (Appeals - I), Central Excise & Service Tax, Pune for the period April 2010 to June 2012 demanding service tax on:
 - ₹ 4.79 million (Previous year ₹ 4.79 million) towards the amount of expenditure against reimbursement of expenses.

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- c. Department has filed an appeal against the Company in the following cases:

- ₹ 469.65 million (Previous year ₹ 469.65 million) towards Service Tax on the amount received by branches from overseas clients on behalf of the Company for the period October 2006 to March 2014, under the head 'Business Auxiliary Services' and expenditure made in foreign currency with the Hon'ble Supreme Court of India.
- ₹ 28.60 million (Previous year ₹ 28.60 million) towards Service Tax refund granted for the period April 2006 to March 2008 with the Hon'ble Bombay High Court.

(ii) Income tax matters

The Income Tax Department has filed appeals for various years with Hon'ble Delhi High Court predominantly contesting a) the set off of losses of STP unit against Non STP unit b) deduction claimed by the Company u/s 10A of the Income-tax Act, 1961 and c) the Arm's Length Price of the transactions entered with the related parties. The disputed tax amount is ₹ 601.90 million (previous year ₹ 601.90 million).

The Company has filed appeals with various appellate authorities for different assessment years. The key items for which appeals are filed are a) allowability of deduction claimed by the Company u/s 10A of the Income-tax Act, 1961 b) deduction under section 36 of the Income-tax Act, 1961, with respect to deposit of dues and c) disallowance of section 80G claim. The disputed tax amount is ₹ 90.80 million (previous year ₹ 108.75 million).

(iii) Other matters

- a. These matters pertain to the transferee company acquired pursuant to the composite scheme.

₹ 19.47 million (previous year ₹ 19.47 million) (excluding interest) arising out of the Order passed by District Magistrate/Collector, Gautam Budha Nagar, imposing stamp duty of ₹ 12.98 million for alleged short payment of stamp duty along with penalty of ₹ 6.49 million in respect of the office space taken (since vacated) at D-195, Sector 63, Noida, Gautam Budha Nagar, Uttar Pradesh, India, by erstwhile Birlasoft (India) Ltd. (now merged with and into Birlasoft Limited). The matter has been remanded back by Hon'ble Supreme Court to Hon'ble Allahabad High Court for hearing it afresh. The matter is presently pending before Hon'ble Allahabad High Court.

- b. ₹ 7.20 million (previous year ₹ 7.20 million) (excluding interest) arising out of the Order passed by Additional District Magistrate/Collector, Gautam Budha Nagar, imposing stamp duty of ₹ 6.20 million for alleged short payment of stamp duty along with penalty of ₹ 1.00 million in respect of the office space taken (since vacated) at H-9, Sector 63, Noida, Gautam Budha Nagar, Uttar Pradesh, India, by erstwhile Birlasoft (India) Ltd. (now merged with and into Birlasoft Limited). The Company has filed a Writ petition before Hon'ble Allahabad High Court for quashing of the Order.

- c. ₹ 1.08 million (previous year ₹ 1.08 million) arising out of the Demand Notice issued by Tamil Nadu Electricity Board, Chennai on account of purported short levy due to tariff difference. The Company has filed a Writ petition before the Hon'ble Madras High Court at Chennai, challenging such a demand. The Court heard the Arguments and directed the respondent Board TNEB to file appropriate petition before the Tamil Nadu Electricity Regulatory Commission for appropriate order passed by the Commission. Case disposed on 26 August 2019. It is found that TNEB has not yet filed any application to that effect. Further, none of the other similar consumers such as Birlasoft have approached the TNERC. Once TNEB files an application before the TNERC and Birlasoft receives notice of the said application further proceedings will take place. There is yet not any finality on the alleged demand.

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- d. ₹ 2.50 million (BRL 150,277) (previous year ₹ 2.43 million, BRL 150,277) arising out of claim made by one of the previous customer in Brasilia Civil Court on erstwhile KPIT Technologies Solucoes EM Informatica Ltda. (now renamed, Birlasoft Solutions Ltda) and on SAP Brasil Ltda for alleged loss suffered by such customer arising from a dispute on a project/contract. The matter has been transferred and is presently pending before Civil Court of Sao Paulo.
- e. Nil (previous year ₹ 25.77 million, \$313,692) (excluding interest) pertained to employee related claims in one of the subsidiaries of the Company which are still in negotiation and settlement.

2 Provisions Onerous contract

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received. Movement in provision is as below

Particulars	31 March 2024	31 March 2023
Carrying amount as at beginning of the year	3.96	-
Additional provision made/reversed during the year	11.89	3.96
Carrying amount as at end of the year	15.85	3.96

3 Provision for decommissioning liability

As per Ind AS 37, the Group has made provision for future lease restoration expense of ₹ 6.99 million (Previous year ₹ 4.23 million) in respect leased premises. The same is expected to be utilized at the end of the lease period in 2026.

Particulars	31 March 2024	31 March 2023
Carrying amount as at beginning of the year	4.23	3.92
Additional provision made during the year	3.71	0.31
Amount paid/utilized during the year	(0.95)	-
Carrying amount as at end of the year	6.99	4.23

4 Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for:

- a. Property, plant and equipment - ₹ 62.52 million (net of capital advances of Nil) [(Previous Year ₹ 179.06 million (net of capital advances ₹ 3.90 million)]
- b. Intangibles - Nil (net of capital advances Nil) [Previous Year ₹ 0.74 million (net of capital advances Nil)]

35 Share based payments

1 Employee Stock Option Plan – 2006

The Board of Directors and the shareholders of the Company approved Employees Stock Option Plan at their meeting in July 2006 and in August 2006, respectively. Pursuant to this approval, the Company instituted ESOP 2006, Plan in October, 2006. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the fair market value. The vesting of the options is 30%, 30% and 40% of total options granted after end of first, second and third year respectively from the date of grant. The maximum exercise period is 5 years from the date of vesting.

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Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year:

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	74,400	58.74	190,800	58.74
Granted during the year	-	-	-	-
Forfeited/surrendered/Adjusted during the year	-	-	12,100	58.74
Exercised during the year	74,400	58.74	98,900	58.74
Lapsed during the year	-	-	5,400	58.74
Options outstanding at the end of year	-	-	74,400	58.74
Options exercisable at the end of the year	-	-	74,400	58.74

The weighted average share price of the options exercised under Employees Stock Option Scheme -2006 on the date of exercise during the year was ₹ 529.42 (Previous year ₹ 313.69).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	Nil
₹ 50 to ₹ 100	Nil	Nil	0.41	74,400
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Group recorded an employee compensation cost of Nil (Previous year Nil) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

2 Employee Stock Option Plan – 2015

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in April 2015 and August, 2015, respectively. Pursuant to this approval, the Company instituted ESOP 2015 Plan in August 2015. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the fair market value. The vesting of the options is 30%, 30% and 40% of total options granted after end of first, second and third year respectively from the date of grant. The maximum exercise period is 5 years from the date of vesting.

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Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year:

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	99,600	63.43	161,200	61.64
Granted during the year	-	-	-	-
Forfeited/surrendered during the year	-	-	2,800	58.74
Exercised during the year	71,800	60.91	56,250	58.74
Lapsed during the year	5,600	58.74	2,550	58.74
Options outstanding at the end of year	22,200	72.77	99,600	63.43
Options exercisable at the end of the year	22,200	72.77	99,600	63.43

The weighted average share price of the options exercised under Employees Stock Option Scheme -2015 on the date of exercise during the year was ₹ 447.97 (Previous year ₹ 313.52).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	Nil
₹ 50 to ₹ 100	0.51	22,200	0.68	99,600
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Group recorded an employee compensation cost of Nil (Previous year Nil) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

Employee Stock Option Plan- 2006 and Employee Stock Option Plan- 2015 (Share based payment schemes of the Company) were administered by the Employee Welfare Trust (EWT). Under the Composite scheme of arrangement, 2019, the EWT was transferred to KPIT Technologies Limited (erstwhile KPIT Engineering Limited). Hence, Company has not done any further allotments against exercise of these options, as the same has been already allotted by EWT during the previous years.

3 Employee Stock Option Plan – 2019

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in February 2019. Pursuant to this approval, the Company instituted ESOP 2019 Plan in February 2019. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of such option. Option Granted under ESOP 2019 shall vest not earlier than minimum period of 1 (One) year

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and not later than maximum period of 3 (Three) years from the date of Grant. The vesting of the options is 30%, 30% and 40% of total options granted after end of first, second and third year respectively from the date of grant. The maximum exercise period is 4 years from the date of vesting.

Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year:

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	86,984	3.10	214,675	3.10
Granted during the year	-	-	-	-
Forfeited/surrendered during the year	-	-	-	-
Exercised during the year	86,984	3.10	127,691	3.10
Lapsed during the year	-	-	-	-
Options outstanding at the end of year	-	-	86,984	3.10
Options exercisable at the end of the year	-	-	86,984	3.10

The weighted average share price of the options exercised under Employees Stock Option Scheme -2019 on the date of exercise during the year was ₹ 287.75 (Previous year ₹ 293.91).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	86,984
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Group recorded an employee compensation cost of Nil (Previous year Nil) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

4 Share Incentive Plan – 2019

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in November 2019. Pursuant to this approval, the Company instituted Share Incentive Plan 2019 in November 2019. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each option carries with it the right to purchase one equity share of the Company. The Options have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of such option. The vesting of the options is 50% and 50% of total options granted after end of second and third year respectively from the date of grant. The maximum exercise period is 4 years from the date of vesting.

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(Amount in ₹ million, unless otherwise stated)

Number and weighted average exercise prices of options granted, exercised and cancelled/lapsed during the financial year:

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Options outstanding at the beginning of the year	3,809,036	268.41	6,309,753	207.26
Granted during the year	2,469,500	386.32	-	-
Forfeited/surrendered during the year	1,737,620	406.41	608,786	261.01
Exercised during the year	771,216	126.88	1,891,931	66.85
Lapsed during the year	-	-	-	-
Options outstanding at the end of year	3,769,700	311.00	3,809,036	268.41
Options exercisable at the end of the year	1,128,200	126.12	1,545,500	268.41

The weighted average share price of the options exercised under Share Incentive Plan - 2019 on the date of exercise during the year was ₹ 511.14 (Previous year ₹ 303.97).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	Nil	Nil	Nil	Nil
₹ 50 to ₹ 100	0.50	868,000	1.25	1,479,036
Greater than ₹ 100	4.20	2,901,700	3.08	2,330,000

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model with the following assumptions:

Particulars	31 March 2024	31 March 2023
1. Exercise price (₹)	386.32	NA
2. Price of the underlying share in market at the time of the option grant (₹)	386.32	NA
3. Weighted average fair value of options granted (₹)	168.32	NA
4. Expected life of the option (years)	4.16	NA
5. Risk free interest rate (%)	6.88%	NA
6. Expected volatility (%)	49.70%	NA
7. Dividend yield (%)	1.26	NA

The Group recorded an employee compensation cost of ₹ 136.66 million (Previous year ₹ 170.10 million) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

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5 Share Incentive Plan – 2019

The Board of Directors and the shareholders of the Company approved another Employee Stock Option Plan at their meeting in November 2019. Pursuant to this approval, the Company instituted Share Incentive Plan 2019 in November 2019. The Nomination and Remuneration Committee of the Board of Directors of the Company ("the NRC") administers this Plan. Each Restricted Stock Unit carries with it the right to purchase one equity share of the Company. The Units have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of such unit. The vesting of the options is 50% and 50% of total units granted after end of second and third year respectively from the date of grant. The maximum exercise period is 4 years from the date of vesting.

Number and weighted average exercise prices of units granted, exercised and cancelled/lapsed during the financial year:

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Units outstanding at the beginning of the year	181,608	2.00	1,439,255	2.00
Granted during the year	-	-	-	-
Forfeited/surrendered during the year	-	-	102,804	2.00
Exercised during the year	78,804	2.00	1,154,843	2.00
Lapsed during the year	-	-	-	-
Units outstanding at the end of year	102,804	2.00	181,608	2.00
Units exercisable at the end of the year	102,804	2.00	78,804	2.00

The weighted average share price of the units exercised under Share Incentive Plan – 2019 on the date of exercise during the year was ₹ 287.75 (Previous year ₹ 288.96).

The weighted average remaining contractual life are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	3.14	102,804	2.38	181,608
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. There has been no grant of options under the plan for the year ended 31 March 2024 and 31 March 2023.

The Group recorded an employee compensation cost of ₹ 1.10 million (Previous year ₹ 10.92 million) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

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6 Share Incentive Plan – 2022

The Board of Directors and the shareholders of the Company approved Birlasoft Share Incentive Plan 2022 (“SIP 2022”) at their meetings held on May 23, 2022 and August 3, 2022. The Nomination and Remuneration Committee of the Board of Directors of the Company (“the NRC”) implements and administers this SIP 2022 Plan. Each Performance Stock Unit (“PSU”)/Restricted Stock Unit (“RSU”) collectively referred to as “Awards” carries with it the right to be converted into one equity share of the Company. The PSUs/RSUs have been granted to employees of the Company and its subsidiaries at an exercise price that is not less than the face value of shares as on date of grant of Awards. The vesting criteria of the Awards is determined by the NRC and is provided to employee in the Letter of Grant. The maximum exercise period is 4 years from the date of vesting.

Number and weighted average exercise prices of units granted, exercised and cancelled/lapsed during the financial year:

Particulars	31 March 2024		31 March 2023	
	No. of shares	Weighted average exercise price	No. of shares	Weighted average exercise price
Units outstanding at the beginning of the year	2,910,500	2.00	-	-
Granted during the year	1,196,000	2.00	2,952,000	2.00
Forfeited/surrendered during the year	255,458	2.00	41,500	2.00
Exercised during the year	129,870	2.00	-	-
Lapsed during the year	-	-	-	-
Units outstanding at the end of year	3,721,172	2.00	2,910,500	2.00
Units exercisable at the end of the year	652,337	2.00	-	-

The weighted average share price of the options exercised under Share Incentive Plan - 2022 (PSU) on the date of exercise during the year was ₹ 783.45 (Previous year Nil).

The weighted average share price of the options exercised under Share Incentive Plan - 2022 (RSU) on the date of exercise during the year was ₹ 792.18 (Previous year Nil).

The weighted average remaining contractual life under Share Incentive Plan -2022 (PSU) are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	5.10	2,033,352	5.83	1,600,775
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

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The weighted average remaining contractual life under Share Incentive Plan -2022 (RSU) are as follows:

Range of Exercise Price	31 March 2024		31 March 2023	
	Weighted average contractual life (years)	No. of Options Outstanding	Weighted average contractual life (years)	No. of Options Outstanding
₹ 0 to ₹ 50	5.08	1,687,820	5.83	1,309,725
₹ 50 to ₹ 100	Nil	Nil	Nil	Nil
Greater than ₹ 100	Nil	Nil	Nil	Nil

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model with the following assumptions:

Particulars	31 March 2024	31 March 2023
1. Exercise price (₹)	2.00	2.00
2. Price of the underlying share in market at the time of the option grant (₹)	455.25	289.71
3. Weighted average fair value of options granted (₹)	439.11	271.79
4. Expected life of the option (years)	3.76	3.76
5. Risk free interest rate (%)	7.03%	7.09%
6. Expected volatility (%)	46.05%	50.67%
7. Dividend yield (%)	1.05%	1.55%

The Group recorded an employee compensation cost of ₹ 480.17 million (Previous year ₹ 107.73 million) in the Statement of Profit and Loss.

The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

36 Income taxes

The income tax expense consists of following:

Particulars	31 March 2024	31 March 2023
Tax expense		
1 Income tax charged to statement of profit and loss		
Tax on the profit	1,994.20	1,277.82
Total current tax charge (a)	1,994.20	1,277.82
2 Deferred tax charge		
Attributable to -		
Origination and reversal of temporary differences	115.79	(169.44)
Total deferred tax charge (b)	115.79	(169.44)
Total tax charge (a + b)	2,109.99	1,108.38

The deferred tax relates to origination/reversal of temporary differences.

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(Amount in ₹ million, unless otherwise stated)

The reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in Statement of Profit or Loss is as follows:

Particulars	31 March 2024	31 March 2023
Profit before tax	8,347.59	4,424.22
Indian statutory income tax rate	25.17%	25.17%
Expected tax expense	2,101.09	1,113.58
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Effect relating to prior years	(42.90)	(70.69)
Effect of permanent adjustments*	(18.42)	(112.82)
Effect of differential overseas tax rates	49.24	82.97
Effect of unrecognized deferred tax assets**	27.25	101.10
Others (net)	(6.27)	(5.76)
Total income tax expense	2,109.99	1,108.38

* Note- Permanent adjustments are relating to deduction on account of Section 80JJAA, amortisation of intangible assets, share based employee benefits, disallowance of corporate social responsibility expenditure and, write off of taxes paid in foreign jurisdiction, etc.

**Some subsidiaries of the Group have unabsorbed depreciation and losses under respective local tax laws and it is not probable that taxable profits will be available in the future. Hence, deferred tax assets on temporary differences have been recognized only to the extent of deferred tax liabilities. The effect of unrecognized deferred tax assets (net) is ₹ 42.83 million (Previous year ₹ 53.96 million).

Deferred tax

The gross movement in the deferred income tax account for the year ended 31 March 2024 is as follows:

Particulars	Opening Balance	Recognised through Profit & Loss	Recognised in/reclassified from OCI	Translation Difference	Closing Balance
Deferred tax asset/(liabilities) in relation to:					
- Provision for doubtful debts and advances	363.06	(41.90)	-	3.23	324.39
- Provision for compensated absences	157.25	(30.79)	-	0.94	127.40
- Provision for gratuity	85.44	(5.03)	-	-	80.41
- Provision for indirect tax	0.03	(0.03)	-	-	-
- Excess of depreciation/amortisation on property, plant and equipment provided in books over depreciation/amortisation as under income-tax law.	150.05	23.77	-	1.11	174.93
- Transaction cost	0.17	(0.17)	-	-	-
- Unearned revenue	8.66	20.86	-	0.28	29.80
- Right of Use Assets	39.27	(14.94)	-	(0.34)	23.99
- Tax Losses	202.43	(183.60)	-	1.76	20.59
- Excess of depreciation/amortisation on property, plant and equipment under income-tax law over depreciation/amortisation provided in accounts	(11.72)	(6.28)	-	(0.22)	(18.22)

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Particulars	Opening Balance	Recognised through Profit & Loss	Recognised in/reclassified from OCI	Translation Difference	Closing Balance
- Forward contracts designated as cash flow hedges	17.72	-	(21.19)	-	(3.47)
- Investments in MF at fair value through Profit & loss	(1.98)	(3.65)	-	-	(5.63)
- Provision for loss on Onerous Contracts	-	1.18	-	-	1.18
- Trade Deposit	6.38	(2.66)	-	-	3.72
- ESOP	-	78.44	-	0.55	78.99
- Others (mainly includes employee related provision)	154.02	49.01	-	2.89	205.92
Net deferred tax asset	1,170.78	(115.79)	(21.19)	10.20	1,044.00

The gross movement in the deferred income tax account for the year ended 31 March 2023 is as follows:

Particulars	Opening Balance	Recognised through Profit & Loss	Recognised in/reclassified from OCI	Translation Difference	Closing Balance
Deferred tax asset/(liabilities) in relation to:					
- Provision for doubtful debts and advances	98.13	247.26	-	17.67	363.06
- Provision for compensated absences	123.54	28.24	-	5.47	157.25
- Provision for gratuity	85.44	-	-	-	85.44
- Provision for indirect tax	0.03	-	-	-	0.03
- Excess of depreciation/amortisation on property, plant and equipment provided in books over depreciation/ amortisation as under income-tax law.	162.42	(18.97)	-	6.60	150.05
- Transaction cost	54.64	(54.47)	-	-	0.17
- Unearned revenue	17.08	(9.67)	-	1.25	8.66
- Right of Use Assets	43.49	(4.54)	-	0.32	39.27
- Tax Losses	-	198.51	-	3.92	202.43
- Excess of depreciation/amortisation on property, plant and equipment under income-tax law over depreciation/amortisation provided in accounts	(13.57)	2.93	-	(1.08)	(11.72)
- Forward contracts designated as cash flow hedges	(17.30)	-	35.02	-	17.72
- Investments in MF at fair value through Profit & loss	(1.49)	(0.49)	-	-	(1.98)
- Trade Deposit	-	6.38	-	-	6.38
- Others (mainly includes employee related provision)	367.65	(225.74)	-	12.11	154.02
Net deferred tax asset	920.06	169.44	35.02	46.26	1,170.78

37 Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually and when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. The financial projections basis which the future cash flows have been estimated consider the increase in economic uncertainties, reassessment of the discount rates, revisiting the growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit.

Following is the summary of changes in carrying amount of goodwill:

Carrying Values	31 March 2024	31 March 2023
Opening balance	4,895.82	4,567.82
Translation differences	61.01	328.00
Closing balance	4,956.83	4,895.82

Allocation of goodwill to Cash Generating Units (CGUs)

Cash Generating Unit (CGU)	31 March 2024	31 March 2023
Manufacturing	2,042.11	2,145.84
Banking, Financial Services and Insurance	1,035.81	873.51
Energy and Utilities	708.56	789.60
Life Sciences	1,170.35	1,086.87
	4,956.83	4,895.82

Goodwill has been allocated to the operating segments of the Group as CGUs. The recoverable amount was computed based on estimated value-in-use. The carrying amount was computed by allocating the net assets to operating segments for the purpose of impairment testing.

The estimated value-in-use of these CGUs are based on future discounted free cash flows using an annual revenue growth rates for period subsequent to forecast period upto 5 years and the discount rate. An analysis of sensitivity of the computation to a change in key parameters (discount rates and terminal growth rates), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGUs would decrease below its carrying amount. The range of each assumption used is mentioned below:

Assumption	31 March 2024	31 March 2023
Terminal growth rate	4.0%	4.0%
Discount rate	17.5%	18.0%

38 The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled for certain changes made using privileged/ administrative access rights to the application (SAP RISE) and/or the underlying database (SAP HANA). Further no instance of audit trail feature being tampered with was noted in respect of the accounting software.

39 The Company received whistle blower allegations in September 2023 and February 2024 alleging improper conducts of certain employees. The Management is taking steps to understand and assess these allegations. Pending final outcome thereof no adjustment to the financial statements have been identified till the reporting date.

40 During the previous year, Birlasoft Solutions Inc. ("BSI"), a subsidiary of the Company, had received intimation that Invacare Corporation ("Invacare"), a customer in the US, had filed a petition for relief under Chapter 11 of Bankruptcy Code in the United States Bankruptcy Court, on 01 February 2023. Accordingly, the Company had created a provision amounting to ₹ 1,510.14 million against the outstanding receivables and contract assets in the previous year.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Further the Company had entered into a Settlement and Mutual Release Agreement with Invacare. This Agreement followed consultations after the filing of voluntary Chapter 11 proceedings under the Bankruptcy Code by Invacare on 1 February 2023. The Bankruptcy & Reorganization proceedings were filed by Invacare Corp in Houston, Texas and a global reorganization plan was filed, wherein Invacare and BSI terminated the Master IT Services Agreement (MITSA) in January 2023. As per the Settlement Agreement approved on 24 April 2023, parties have mutually provided releases and waiver from claims. The Company has received \$2 million subsequently for Disengagement Services.

41 Other statutory information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group does not have any transactions during the year with struck off companies except below:

Name of Company	Nature of transactions	Transactions during the year	Balance outstanding	Relationship with the Struck off Company, if any, to be disclosed
Axenic Water Private Limited				
31 March 2024	Water supplier	0.10	0.11	NA
31 March 2023	Water supplier	0.01	0.01	NA

(iii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vi) None of the entities in the Group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(vii) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(viii) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(ix) The Group has fund based and non fund based working capital facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group with banks are in agreement with the books of accounts.

(x) The Group have not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

- (xi) The Group have not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

42 Corporate Social Responsibility

Particulars	31 March 2024	31 March 2023
A. Gross amount required to be spent by the Company during the year	63.29	60.41
B. Amount spent during the year		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	51.57	48.05
C. Shortfall at the end of the year	11.72	12.36
D. Total of previous years shortfall	-	8.00
E. Reason for shortfall	Refer note below	
F. Nature of CSR activities	1. Environment Sustainability 2. Promoting & Preventive Healthcare 3. Promoting education and skill development	
G. Related party transaction	NA	NA
H. Details related to spent/unspent obligation		
Contribution to Public Trust	-	-
Contribution to Charitable Trust	51.57	40.05
Unspent amount in relation to:		
- Ongoing project	11.72	20.36
- Other than ongoing project	-	-
Total	63.29	60.41
I. Opening Balance		
With Company	12.36	20.00
In Separate CSR Unspent A/c	8.00	-
Amount required to be spent during the year	63.29	60.41
Amount spent during the year		
From Company's Bank account	51.57	48.05
From Separate CSR Unspent A/c	20.36	12.00
Closing Balance		
With Company	11.72	12.36
In Separate CSR Unspent A/c	-	8.00

Notes forming part of the consolidated financial statements

for the year ended 31 March 2024

(Amount in ₹ million, unless otherwise stated)

Reason for shortfall

During the year, the Company identified and initiated ongoing projects amounting to ₹ 11.72 million, the duration of which is upto 12 months. The said amount being unspent as on 31 March 2024, has been transferred subsequently to the Unspent CSR Account on 17 April 2024, as required by Section 135(6) of the Companies Act, 2013.

- 43** Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification /disclosure.

As per our report of even date attached For S R B C & CO LLP

Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Huzefa Ginwala
Partner
Membership No. 111757

Place: New Delhi
Date: 29 April 2024

For and on behalf of the Board of Directors of Birlasoft Limited

CIN: L72200PN1990PLC059594

Amita Birla
Chairman
DIN: 00837718
Place: New Delhi
Date: 29 April 2024

Sneha Padve
Company Secretary
Place: New Delhi
Date: 29 April 2024
Membership No.: A9678

Angan Guha
CEO & Managing Director
DIN: 09791436
Place: New Delhi
Date: 29 April 2024

Kamini Shah
Chief Financial Officer
Place: New Delhi
Date: 29 April 2024

birlasoft

BIRLASOFT LIMITED

CIN: L72200PN1990PLC059594

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

Tel.: +91-20-66525000 | Fax: +91-20-66525001 | E-mail: secretarial@birlasoft.com | Website: www.birlasoft.com

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of Birlasoft Limited will be held on Wednesday, July 31, 2024, 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, 2024, 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, 2024, 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, 2024, 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, 2024, 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 ₹ 2.50/- (125%) per equity share of face value of ₹ 2/- each and to declare a final dividend of ₹ 4/- (200%) per equity share of face value of ₹ 2/- each, for the financial year ended March 31, 2024; 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 ₹ 2.50/- (125%) 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, 2024, approved by the Board of Directors at their meeting held on October 31, 2023, 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, 2024 at the rate of ₹ 4/- (200%) 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 Amita Birla as a Director liable to retire by rotation

To re-appoint Amita Birla (DIN: 00837718), who retires by rotation as a Director and being eligible, offers herself 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, in accordance with the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Amita Birla (DIN: 00837718), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

New Delhi
April 29, 2024

Sneha Padve
Company Secretary
Membership Number: A9678

NOTES:

- The relevant details, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015") 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") is annexed hereto.
- Pursuant to General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs 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 circulars issued from time to time (hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015, 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.
- 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.
- In compliance with the Circulars, the AGM Notice and the Annual Report 2023-24, 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 2023-24 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 and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
- 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, the 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.
- Since the AGM will be held through VC/OAVM, the venue route map is not annexed to this Notice.
- The Company has fixed **Friday, July 12, 2024**, as the **"Record Date"** for determining eligibility of the Members to receive final dividend for the financial year ended March 31, 2024, if approved at the AGM.
- 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 **Wednesday, July 24, 2024**.
- 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.
- 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 with a copy marked to evoting@nsdl.co.in.
- 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.
- 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.
- 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.
- 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.

15. 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.

16. 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 12, 2024 (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://liiplweb.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 12, 2024 (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.

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>.

17. 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, in case the shares are held by them in physical form.

18. 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 Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024:

- **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.

19. SEBI, vide its Master Circular mentioned above, has also mandated that the Members whose folio(s)/demat account(s) do not have PAN, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details, Specimen signature for their corresponding folio numbers and other KYC details updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios/demat accounts, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety.

If a Member updates the above-mentioned details after April 1, 2024, then such Member would receive all the dividends, etc., declared during that period (from April 1, 2024, till the date of updation) pertaining to the shares held after the said updation automatically.

20. 'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our RTA, that empowers Members to effortlessly access various services. We request you to get registered and have first-hand experience of the portal. This application can be accessed at <https://swayam.linkintime.co.in>. For effective resolution of Service Requests i.e. Generate and Track Service Requests/ Complaints can be done through SWAYAM.

21. Members may note that SEBI vide its Master Circular mentioned above, 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.

Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of the SEBI (LODR) Regulations, 2015 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.

22. Members are also informed that pursuant to Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, read with a Corrigendum No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, Master

Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), and Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023, SEBI has introduced a common Online Dispute Resolution ("ODR") mechanism to facilitate the online resolution of all kinds of disputes arising in the Indian securities market. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://www.birlasoft.com/company/investors/policies-reports-filings#Shareholders-info>.

23. 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 in dematerialized form and to the RTA, in case the shares are held in physical form.

24. Members are requested to:

- quote their Registered Folio number in case of shares held in physical form and DP ID and Client ID in case of shares held 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.

25. 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.

26. 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. The same will be replied by the Company suitably.

27. 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 SEBI (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.

28. 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.

29. 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.

30. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2015-16, 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.

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 ₹ 1,279,435.30 being unclaimed dividend and 18,342 corresponding shares to IEPF, pertaining to the financial year 2015-16 (Interim+Final Dividend).

Members can claim back such dividend and shares including all benefits accruing on such shares from IEPF Authority by following the procedure prescribed in the Rules, which is also available on <https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html> i.e., by making an online application in the prescribed Form IEPF-5 and sending the physical copy of the same, duly signed (as per the specimen signature recorded with the Company), along with requisite documents enumerated in the Form IEPF-5, to the Nodal Officer of the Company.

31. Pursuant to the provisions of Section 108 of the Act, read with the corresponding Rules made thereunder, and Regulation 44 of the SEBI (LODR) Regulations, 2015 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 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. 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, 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.

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	Amita Birla
Director Identification Number	00837718
Age (in years)	67
Qualification	GCE - A Level
Experience (in years)	43
Expertise in specific functional areas	Industrialist having expertise in management and operation of diverse nature of business.
Brief resume of the Director	Amita Birla is the Chairman of Birlasoft Limited and the Co-Chairman of the CK Birla Group. As the Chairman, she leads long term strategy development and implementation in Birlasoft, and with her extensive experience she has successfully been leading companies across other industries. Her personal drive and leadership led to the transformation of Birlasoft from a fledgling startup to the global company that it is today, acknowledged as a differentiated Enterprise Digital IT Solution provider. A detailed profile of Amita Birla is given elsewhere in this Annual Report.
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 annexed to this Annual Report.
Remuneration proposed to be given	Shall be eligible for the following: a) Sitting fees for attending meetings of the Board or Committee thereof or for any other purpose, as may be decided by the Board; b) Reimbursement of expenses for participation in the Board and other meetings; c) Commission, as determined each year, by the Board within the limits approved by the Members of the Company.
Number of Board meetings of the Company attended during the year	Kindly refer the Corporate Governance Report 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	a) HIL Limited • Member of Corporate Social Responsibility Committee. b) Orient Cement Limited
Directorships held in other Companies/Branches (as on March 31, 2024)	a) Neosym Industry Limited b) Birlasoft Inc., USA c) Birlasoft (UK) Limited, London
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	Spouse of Chandrakant 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 or PAN not linked to Aadhaar 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://liiplweb.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 12, 2024 (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 (including cases where PAN is not linked with Aadhar)	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.
New Pension Trust	Nil	a) Self-declaration that it qualifies as NPS and eligible for exemption under Section 10(44) of the IT Act b) Copy of PAN card
Recognized Provident Funds/Approved Superannuation Funds/Approved Gratuity Fund	Nil	a) Self-declaration that income is eligible for exemption under 10(25) of the IT Act. b) Copy of PAN card.
Other Individual shareholders	Nil	a) Self-attested copy of document evidence supporting exemption. b) 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 2024 and financial year 2025 (covering the period from April 1, 2024 to March 31, 2025); c) Digital Form 10F filed on the income tax portal at the link https://eportal.incometax.gov.in/ed . d) Declaration regarding Tax residency and Beneficial ownership of shares; e) Self-declaration for not having Permanent Establishment in India in accordance with the applicable Tax Treaty; [on Member's letterhead]; f) Any other document 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

- 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.
- 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.
- The Cut-off Date for determining the eligibility of members for voting through remote e-voting and e-voting at the AGM is **Wednesday, July 24, 2024**. 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). 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. Wednesday, July 24, 2024, 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.
- 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.
- 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. **Wednesday, July 24, 2024**, may obtain the login ID and password by sending a request at 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 or call on toll free no. 022-48867000. 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. **Wednesday, July 24, 2024**, may follow steps mentioned below under "Access to NSDL e-voting system".

- 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. Wednesday, July 24, 2024.
- 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"> 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 or joining virtual meeting & voting during the meeting. 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.jsp 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. 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration. 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 provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting & voting during the meeting.</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.: 022-48867000.
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 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?

- 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.
- 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, 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:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

- 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’?

- 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’.

- 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:

- 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.
- “Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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 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 or call on toll free no.: 022-48867000 or send a request at evoting@nsdl.co.in or contact Amit Vishal, 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 ID: evoting@nsdl.co.in 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 Bhawe, Proprietor, J. B. Bhawe & 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 and on the website of NSDL at 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.

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 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 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. Members 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 on or before Wednesday, July 24, 2024 (06:00 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.

Birlasoft's Global Presence

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C/O RSM Switzerland AG;
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Hummelkläppen i Stockholm AB,
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Spain

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Dvořákovo nábrežie 4,
Bratislava - mestská časť Staré Mesto
811 02, Slovakia.

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#11-07 Paya Lebar Square,
60 Paya Lebar Road, Singapore 409051.

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