

January 16, 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Ltd.,
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip ID: BSOF
Scrip Code: 532400

Symbol: BSOF
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Disclosure of Voting results of Postal Ballot

Dear Sir/Madam,

This is with reference to our intimation dated December 13, 2022 about the postal ballot process undertaken by Birlasoft Limited for seeking approval of members of the Company in respect of the below Ordinary resolutions.

1	Appointment of Mr. Angan Guha as a Director liable to retire by rotation
2	Appointment of Mr. Angan Guha as the Chief Executive Officer and Managing Director of the Company

The remote e-voting period commenced from 09.00 a.m. (IST) on Thursday, December 15, 2022 and ended at 05.00 p.m. (IST) on Friday, January 13, 2023.

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations") and the Companies Act, 2013, we wish to inform that the said resolutions are passed with requisite majority on January 13, 2023.

In this regard, please find enclosed herewith the following:

1. Voting results as required under Regulation 44 of the Regulations; and
2. Report of Scrutinizer dated January 16, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

Birlasoft Limited

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India

Tel: +91 20 6652 5000 | Fax +91 20 6652 5001 | contactus@birlasoft.com | www.birlasoft.com

CIN: L72200PN1990PLC059594

The voting results along with the Scrutinizer's Report will also be available on the Company's website at www.birlasoft.com and on the website of National Securities Depositories Limited at www.evoting.nsdl.com.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**

Sneha
Prashant
Padve

Digitally signed by
Sneha Prashant Padve
Date: 2023.01.16
15:00:17 +05'30'



Sneha Padve
Company Secretary & Compliance Officer

Encl.: - As mentioned above.

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General information about company

Scrip code	532400
NSE Symbol	BSOFT
MSEI Symbol	NOTLISTED
ISIN	INE836A01035
Name of the company	Birlasoft Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	13-01-2023
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	Jayavant B. Bhavé
Firms Name	J. B. Bhavé & Co. Company Secretaries
Qualification	CS
Membership Number	FCS 4266
Date of Board Meeting in which appointed	05-12-2022
Date of Issuance of Report to the company	16-01-2023

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Voting results

Record date	09-12-2022
Total number of shareholders on record date	392539
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Angan Guha as a Director liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	112905785	112905785	100.0000	112905785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	112905785	112905785	100.0000	112905785	0	100.0000	0.0000
Public-Institutions	E-Voting	89442670	74402444	83.1845	74386514	15930	99.9786	0.0214
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	89442670	74402444	83.1845	74386514	15930	99.9786	0.0214
Public- Non Institutions	E-Voting	70932186	1938424	2.7328	1908638	29786	98.4634	1.5366
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	70932186	1938424	2.7328	1908638	29786	98.4634	1.5366
Total		273280641	189246653	69.2499	189200937	45716	99.9758	0.0242
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Note:

Total no. of shares held includes:-

- 2,45,400 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Trustees are not entitled to vote in respect of the shares held by the Trust.
- 2,14,969 shares of the Company are transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.
- 14,000 shares of the Company are transferred to Unclaimed Suspense Account. The voting rights on these shares remain frozen until the rightful owner claims the shares.



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Resolution (2)

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Angan Guha as the Chief Executive Officer and Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	112905785	112905785	100.0000	112905785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	112905785	112905785	100.0000	112905785	0	100.0000	0.0000
Public-Institutions	E-Voting	89442670	74402444	83.1845	26070017	48332427	35.0392	64.9608
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	89442670	74402444	83.1845	26070017	48332427	35.0392	64.9608
Public- Non Institutions	E-Voting	70932186	1937180	2.7310	1904763	32417	98.3266	1.6734
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	70932186	1937180	2.7310	1904763	32417	98.3266	1.6734
Total		273280641	189245409	69.2495	140880565	48364844	74.4433	25.5567
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Note:

Total no. of shares held includes:-

- 2,45,400 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Trustees are not entitled to vote in respect of the shares held by the Trust.
- 2,14,969 shares of the Company are transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.
- 14,000 shares of the Company are transferred to Unclaimed Suspense Account. The voting rights on these shares remain frozen until the rightful owner claims the shares.



Jayavant B. Bhavé

B.Com. LL.B. Dip.IRPM,FCS

J. B. Bhavé & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

January 16, 2023

To

Ms. Sneha Padve

Company Secretary

Birlasoft Limited

35 & 36, Rajiv Gandhi Infotech Park,

Phase – I, MIDC, Hinjawadi,

Pune 411057, India

Sub: Report of Scrutinizer on Voting Process (Remote E-voting) conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

Dear Ms. Padve,

I refer to my appointment as Scrutinizer for the purpose of scrutinizing the results of remote e-voting in respect of the following resolutions contained in the Notice dated December 5, 2022 which concluded on Friday, January 13, 2023 at 5 p.m. (IST).

1. Appointment of Mr. Angan Guha as a Director liable to retire by rotation
2. Appointment of Mr. Angan Guha as the Chief Executive Officer and Managing Director of the Company

I now enclose my report to the Chairman of your Company on the result of the Voting Process.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully

For J. B. Bhavé & Co.
Company Secretaries

Jayavant
Bhagwan
Bhavé

Digitally signed by Jayavant Bhagwan Bhavé
DN: cn=Jayavant Bhagwan Bhavé, o=JBBhavé & Co., ou=Company Secretaries, email=jbbhave@gmail.com, c=IN
Date: 2023.01.16 12:47:15 +05'30'



Jayavant B. Bhavé
FCS: 4266 CP: 3068

Jayavant B. Bhavé

B.Com. LL.B. Dip.IRPM.FCS

J. B. Bhavé & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

SCRUTINIZER'S REPORT

**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]**

To
Mrs. Amita Birla
Chairman
Birlasoft Limited
35 & 36, Rajiv Gandhi Infotech Park,
Phase – I, MIDC, Hinjawadi,
Pune 411057, India

Sub: Report of Scrutinizer on Voting Process carried out through Postal Ballot ("remote E-voting") conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

Dear Madam,

The Board of Directors of Birlasoft Limited ('the Company') issued the postal ballot notice dated December 5, 2022 (hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolutions as set out in the notice through Postal Ballot ("remote e-voting"); as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Proprietor, M/s J. B. Bhavé & Co., Company Secretaries, Pune having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors vide resolution dated December 5, 2022 for the purpose of scrutinizing the results of remote e-voting; in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice and reproduced herein below:

RESOLUTIONS:

- 1. Ordinary Resolution: Appointment of Mr. Angan Guha as a Director liable to retire by rotation.**
- 2. Ordinary Resolution: Appointment of Mr. Angan Guha as the Chief Executive Officer and Managing Director of the Company**



I hereby submit my report on the Resolutions proposed in the postal ballot notice as under:

1. The members of the company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e., December 9, 2022 were entitled to vote on the Resolutions in the notice.
2. The Postal Ballot Notice was sent to all the Members, whose e-mail addresses were registered with the Company or with the Depositories/Depository Participants or with the Company's Registrar and Transfer Agent, Link Intime India Private Limited.
3. The Company had published on Wednesday, December 14, 2022 an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English), Indian Express (English) and Loksatta (Marathi).
4. The votes exercised through e-voting facility from 09.00 a.m. (IST) on Thursday, December 15, 2022 and ends at 05.00 p.m. (IST) on Friday, January 13, 2023 (both days inclusive); being the last date for remote e-voting; were considered for my scrutiny.
5. After the closure of Voting period on Friday, January 13, 2023, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
6. The details containing list of the members who cast their votes electronically on the resolution; was downloaded from the e-voting system of National Securities Depository Limited ("NSDL") (URL: <https://eservices.nsdl.com>).
7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014 for the purpose of this report.
8. Members voted have cast their votes through remote e-voting.
9. The results of voting are as under:



Summary of Votes cast by remote e-voting

Resolution No. 1- Appointment of Mr. Angan Guha as a Director liable to retire by rotation

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1672	189200937	99.9758

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
111	45716	0.0242

iii. Invalid votes:

Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

Resolution No. 2- Appointment of Mr. Angan Guha as the Chief Executive Officer and Managing Director of the Company

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1556	140880565	74.4433

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
224	48364844	25.5567

iii. Invalid votes:

Number of members whose votes were declared invalid	Total Number of votes cast by them
0	0



10. The Register, all other papers and relevant records relating to voting will be handed over to the Company for safe keeping.

Result:

The resolutions have secured requisite majority of votes and have been passed as Ordinary Resolutions.

The Chairman or any other person of the Company duly authorised by the Chairman may accordingly declare the result of voting through remote e-voting facility in respect of the Resolution mentioned in the Postal Ballot Notice.

Thanking You.

Yours faithfully,

**For J. B. Bhawe & Co.
Company Secretaries**

Jayavant
Bhagwan
Bhawe



**Jayavant B. Bhawe
FCS: 4266 CP: 3068**

**UDIN: F004266D002977929
PR. No. 1238/2021**

**Date: January 16, 2023
Place: Pune**

We understand that the votes were unblocked from the e-voting website of NSDL i.e. <https://eservices.nsdl.com> in our presence at 5.23 p.m. on Friday January 13, 2023.

Chinmay Lele

Chinmay Lele

Amey Ketkar

Amey Ketkar

Counter-signed by:

Sneha
Prashant
Padve

Digitally signed by
Sneha Prashant Padve
Date: 2023.01.16
13:46:03 +05'30'



**Sneha Padve
Company Secretary
Birlasoft Limited**