

January 19, 2024

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: BSOFT
Scrip Code: 532400

Symbol: BSOFT
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 19, 2023 about the postal ballot process undertaken by Birlasoft Limited for seeking the approval of the members of the Company in respect of the Special Resolutions for:

1. Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for a term of 5 (five) years; and
2. Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for a term of 5 (five) years.

The remote e-voting period commenced from 09.00 a.m. (IST) on Wednesday, December 20, 2023 and ended at 05.00 p.m. (IST) on Thursday, January 18, 2024.

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 18, 2024.

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 18, 2024, 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: 2024.01.19
17:40:29 +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) | 18-01-2024 |
| Start time of the meeting | |
| End time of the meeting | |

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Scrutinizer Details

| | |
|---|---------------------------------------|
| Name of the Scrutinizer | Jayavant B. Bhave |
| Firms Name | J. B. Bhave & Co. Company Secretaries |
| Qualification | CS |
| Membership Number | FCS 4266 |
| Date of Board Meeting in which appointed | 14-12-2023 |
| Date of Issuance of Report to the company | 18-01-2024 |

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Voting results

| | |
|---|---------------------------|
| Record date | 15-12-2023 |
| Total number of shareholders on record date | 322388 |
| 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 required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for a term of 5 (five) years | | | | | | |
| 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 | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 112905785 | 112905785 | 100.0000 | 112905785 | 0 | 100.0000 |
| Public- Institutions | E-Voting | 114969001 | 95336552 | 82.9237 | 94629078 | 707474 | 99.2579 | 0.7421 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 114969001 | 95336552 | 82.9237 | 94629078 | 707474 | 99.2579 |
| Public- Non Institutions | E-Voting | 47874160 | 2906753 | 6.0717 | 2899858 | 6895 | 99.7628 | 0.2372 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 47874160 | 2906753 | 6.0717 | 2899858 | 6895 | 99.7628 |
| Total | | 275748946 | 211149090 | 76.5729 | 210434721 | 714369 | 99.6617 | 0.3383 |
| 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:

1. 90,600 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. 2,33,191 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.

3. 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.

4. 2,000 shares of the Company were transferred to Suspense Escrow Demat account as the rightful owner of the shares has not claimed the same.



[Home](#)[Validate](#)**Resolution (2)**

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for a term of 5 (five) years | | | | | | |
| 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 | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 112905785 | 112905785 | 100.0000 | 112905785 | 0 | 100.0000 |
| Public- Institutions | E-Voting | 114969001 | 95336552 | 82.9237 | 65739955 | 29596597 | 68.9557 | 31.0443 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 114969001 | 95336552 | 82.9237 | 65739955 | 29596597 | 68.9557 |
| Public- Non Institutions | E-Voting | 47874160 | 2905706 | 6.0695 | 2898686 | 7020 | 99.7584 | 0.2416 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 47874160 | 2905706 | 6.0695 | 2898686 | 7020 | 99.7584 |
| Total | | 275748946 | 211148043 | 76.5726 | 181544426 | 29603617 | 85.9797 | 14.0203 |
| 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:

1. 90,600 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. 2,33,191 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.

3. 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.

4. 2,000 shares of the Company were transferred to Suspense Escrow Demat account as the rightful owner of the shares has not claimed the same.



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

January 18, 2024

To,
Ms. Sneha Padve
Company Secretary
Birlasoft Limited
35 & 36, Rajiv Gandhi Infotech Park,
Phase – I, MIDC, Hinjawadi,
Pune- 411057, Maharashtra, India

Subject: 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 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 Postal Ballot Notice dated Friday, December 15, 2023 which concluded on Thursday, January 18, 2024 at 5:00 P.M. (IST).

1. Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for 5 (five) years.
2. Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for 5 (five) years.

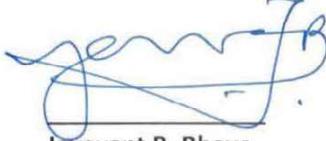
I now enclose my report to the Chairman of your Company on the result of the Voting Process.

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

Thanking you

Yours faithfully

For J. B. Bhavé & Co.
Company Secretaries



Jayavant 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, Maharashtra, India

Subject: 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 Friday, December 15, 2023 (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 Thursday, December 14, 2023 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. **Special Resolution:** Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for 5 (five) years.
2. **Special Resolution:** Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for a term of 5 (five) years.

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., Friday, December 15, 2023 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 20, 2023, 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 Wednesday, December 20, 2023 to 05.00 P.M. (IST) on Thursday, January 18, 2024 (both days inclusive); being the last date for remote e-voting; were considered for my scrutiny.
5. After the closure of Voting period on Thursday, January 18, 2024, 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 have casted 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 Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for 5 (five) years - Special Resolution.

i. Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1464 | 210434721 | 99.6617 |

ii. Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 79 | 714369 | 0.3383 |

iii. Invalid votes:

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

Resolution No. 2: Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for a term of 5 (five) years - Special Resolution.

i. Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1387 | 181544426 | 85.9797 |

ii. Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 154 | 29603617 | 14.0203 |

iii. Invalid votes:

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



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

Result:

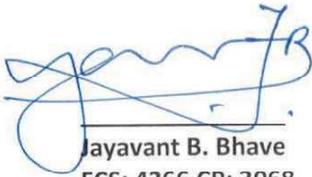
The resolutions have secured requisite majority of votes and have been passed as Special Resolutions.

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. Bhave & Co.
Company Secretaries**


Jayavant B. Bhave
FCS: 4266 CP: 3068



**For Birlasoft Limited
Counter-signed by**

Sneha Prashant Padve
Digitally signed by Sneha Prashant Padve
Date: 2024.01.19 16:46:19 +05'30'

**Ms. Sneha Padve
Company Secretary**

UDIN: F004266E003253921
PR. No. 1238/2021

Date: January 18, 2024
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 05:15 P.M. on Thursday, January 18, 2024.


Chinmay Lele
Witness


Tejashree Parbhane
Witness