

March 22, 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: 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 February 20, 2024 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 Mr. Manish Choksi (DIN:00026496) as an Independent Director of the Company for a term of 5 (five) years; and
2. 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.

The remote e-voting period commenced from 09.00 a.m. (IST) on Wednesday, February 21, 2024 and ended at 05.00 p.m. (IST) on Thursday, March 21, 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 March 21, 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 March 22, 2024, pursuant to Section 108 and 110 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

Birlasoft Limited

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: 2024.03.22
18:23:44 +05'30'



Sneha Padve
Company Secretary & Compliance Officer
Membership No.: ACS 9678

Encl.: - As mentioned above.

[Home](#)[Validate](#)[Import XML](#)

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)	21-03-2024
Start time of the meeting	
End time of the meeting	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

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	24-01-2024
Date of Issuance of Report to the company	22-03-2024

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	16-02-2024
Total number of shareholders on record date	326363
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

[Prev](#)

[Home](#)[Validate](#)**Resolution (1)**

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Mr. Manish Choksi (DIN:00026496) 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	100.0000	112905785	0	100.0000	0.0000
	Poll	112905785						
	Postal Ballot (if applicable)							
	Total	112905785	112905785	100.0000	112905785	0	100.0000	0.0000
Public-Institutions	E-Voting		96521231	83.3573	95859666	661565	99.3146	0.6854
	Poll	115792171						
	Postal Ballot (if applicable)							
	Total	115792171	96521231	83.3573	95859666	661565	99.3146	0.6854
Public- Non Institutions	E-Voting		2379726	5.0376	2368016	11710	99.5079	0.4921
	Poll	47239465						
	Postal Ballot (if applicable)							
	Total	47239465	2379726	5.0376	2368016	11710	99.5079	0.4921
Total		275937421	211806742	76.7590	211133467	673275	99.6821	0.3179
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

- 67,050 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.
- 2,33,191 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.
- 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

Home

Validate

Resolution (2)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		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						
Category	Mode of voting	No. of shares held	No. of votes polled	has context menu % 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	100.0000	112905785	0	100.0000	0.0000
	Poll	112905785						
	Postal Ballot (if applicable)							
	Total	112905785	112905785	100.0000	112905785	0	100.0000	0.0000
Public- Institutions	E-Voting		96521231	83.3573	85597011	10924220	88.6821	11.3179
	Poll	115792171						
	Postal Ballot (if applicable)							
	Total	115792171	96521231	83.3573	85597011	10924220	88.6821	11.3179
Public- Non Institutions	E-Voting		2379592	5.0373	2335948	43644	98.1659	1.8341
	Poll	47239465						
	Postal Ballot (if applicable)							
	Total	47239465	2379592	5.0373	2335948	43644	98.1659	1.8341
Total		275937421	211806608	76.7589	200838744	10967864	94.8218	5.1782
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

- 67,050 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.
- 2,33,191 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.
- 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

March 22, 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 Wednesday, January 24, 2024. The remote e-voting period commenced from 9:00 A.M. (IST) on Wednesday, February 21, 2024 and concluded on Thursday, March 21, 2024 at 5:00 P.M. (IST).

1. Appointment of Mr. Manish Choksi (DIN: 00026496) as an Independent Director of the Company for a term of 5 (five) years.
2. 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.

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



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 Wednesday, January 24, 2024 (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. Bhave, Proprietor, M/s. J. B. Bhave & 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 Wednesday, January 24, 2024 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 resolutions as contained in the notice and reproduced herein below:

RESOLUTIONS:

- 1. Special Resolution:** Appointment of Mr. Manish Choksi (DIN: 00026496) as an Independent Director of the Company for a term of 5 (five) years.
- 2. Special Resolution:** 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.



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, February 16, 2024 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 an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Loksatta (Marathi) on Wednesday, February 21, 2024 and in Indian Express (English) on Thursday, February 22, 2024.
4. The votes exercised through e-voting facility from 09.00 A.M. (IST) on Wednesday, February 21, 2024 to 05.00 P.M. (IST) on Thursday, March 21, 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, March 21, 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 Mr. Manish Choksi (DIN:00026496) 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
1552	211133467	99.6821



ii. *Voted against the resolution:*

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
93	673275	0.3179

iii. *Invalid votes:*

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

Resolution No. 2: 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 - **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
1372	200838744	94.8218

ii. *Voted against the resolution:*

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
271	10967864	5.1782

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.

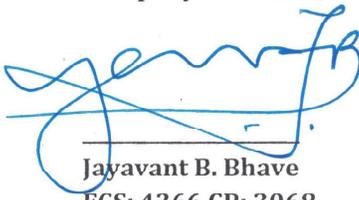
Resolution no. 1 and resolution no. 2 have been passed as Special Resolutions.

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: 2024.03.22
17:59:22 +05'30'

Ms. Sneha Padve
Company Secretary

UDIN: F004266E003620307

PR. No.: 1238/2021

Date: 22/03/2024

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 05:12 P.M. on Thursday, March 21, 2024.


Ishaan Kelkar
Witness


Tejashree Parbhane
Witness