

August 27, 2020

**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:** - Voting Results of the Twenty Ninth Annual General Meeting of Birlasoft Limited

Dear Sir / Madam,

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations") and the Companies Act, 2013; please find enclosed herewith the following:-

1. Voting results as required under Regulation 44 of the Regulations; and
2. Report of Scrutinizer dated August 26, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**  
(Formerly KPIT Technologies Limited)





Sneha Padve  
**Company Secretary & Compliance Officer**

**Encl.:** - As mentioned above.

**Birlasoft Limited**

(Formerly KPIT Technologies 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](mailto:contactus@birlasoft.com) | [www.birlasoft.com](http://www.birlasoft.com)

CIN: L72200PN1990PLC059594

**Birlasoft Limited (Formerly KPIT Technologies Limited)**

Date of the AGM	Wednesday, August 26, 2020
Total number of shareholders on cut-off date	71002
No. of shareholders present in the meeting either in person or through proxy:	Not applicable as meeting was conducted through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	2
Promoters and Promoter Group:	
Public:	

Agenda- 1: Adoption of audited Financial Statements – standalone	
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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
	<b>Total</b>		<b>112905785</b>	<b>100.0000</b>	<b>112905785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	93476288	65661386	70.2439	65661386	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>65661386</b>	<b>70.2439</b>	<b>65661386</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	70729602	14243897	20.1385	14243664	233	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>14243897</b>	<b>20.1385</b>	<b>14243664</b>	<b>233</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>277111675</b>	<b>192811068</b>	<b>69.5788</b>	<b>192810835</b>	<b>233</b>	<b>99.9999</b>	<b>0.0001</b>

**Birlasoft Limited (Formerly KPIT Technologies Limited)**

<b>Date of the AGM</b>			<b>Wednesday, August 26, 2020</b>					
<b>Total number of shareholders on cut-off date</b>			<b>71002</b>					
<b>No. of shareholders present in the meeting either in person or through proxy:</b>			<b>Not applicable as meeting was conducted through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”)</b>					
<b>Promoters and Promoter Group:</b>								
<b>Public:</b>								
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>								
<b>Promoters and Promoter Group:</b>			<b>2</b>					
<b>Public:</b>			<b>91</b>					
<b>Agenda- 2: Adoption of audited Financial Statements – consolidated</b>								
<b>Resolution required: (Ordinary/ Special)</b>			<b>Ordinary</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	<b>112905785</b>	112905785	100.0000	112905785	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000		0	0	0
	<b>Total</b>		<b>112905785</b>	<b>100.0000</b>	<b>112905785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	<b>93476288</b>	65661386	70.2439	65661386	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		<b>65661386</b>	<b>70.2439</b>	<b>65661386</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	<b>70729602</b>	14243847	20.1385	14243614	233	99.9984	0.0016
	<b>Poll</b>		0	0.0000		0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000		0	0	0
	<b>Total</b>		<b>14243847</b>	<b>20.1385</b>	<b>14243614</b>	<b>233</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>277111675</b>	<b>192811018</b>	<b>69.5788</b>	<b>192810785</b>	<b>233</b>	<b>99.9999</b>	<b>0.0001</b>

**Birlasoft Limited (Formerly KPIT Technologies Limited)**

<b>Date of the AGM</b>	<b>Wednesday, August 26, 2020</b>
<b>Total number of shareholders on cut-off date</b>	<b>71002</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>Not applicable as meeting was conducted through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”)</b>
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group:</b>	<b>2</b>
<b>Public:</b>	<b>91</b>

**Agenda- 3: Confirmation of interim dividend and declaration of final dividend**

<b>Resolution required: (Ordinary/ Special)</b>	<b>Ordinary</b>
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	<b>112905785</b>	112905785	100.0000	112905785	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000		0	0	0
	<b>Total</b>		<b>112905785</b>	<b>100.0000</b>	<b>112905785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	<b>93476288</b>	66155943	70.7730	66155943	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66155943</b>	<b>70.7730</b>	<b>66155943</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	<b>70729602</b>	14243847	20.1385	14243420	427	99.9970	0.0030
	<b>Poll</b>		0	0.0000		0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000		0	0	0
	<b>Total</b>		<b>14243847</b>	<b>20.1385</b>	<b>14243420</b>	<b>427</b>	<b>99.9970</b>	<b>0.0030</b>
<b>Total</b>		<b>277111675</b>	<b>193305575</b>	<b>69.7573</b>	<b>193305148</b>	<b>427</b>	<b>99.9998</b>	<b>0.0002</b>

**Birlasoft Limited (Formerly KPIT Technologies Limited)**

<b>Date of the AGM</b>		<b>Wednesday, August 26, 2020</b>						
<b>Total number of shareholders on cut-off date</b>		<b>71002</b>						
<b>No. of shareholders present in the meeting either in person or through proxy:</b>		<b>Not applicable as meeting was conducted through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")</b>						
<b>Promoters and Promoter Group:</b>								
<b>Public:</b>								
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>								
<b>Promoters and Promoter Group:</b>		<b>2</b>						
<b>Public:</b>		<b>91</b>						
<b>Agenda- 4: Re-appointment of Mr. Chandrakant Birla as a Director liable to retire by rotation</b>								
<b>Resolution required: (Ordinary/ Special)</b>			<b>Ordinary</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	<b>112905785</b>	112905785	100.0000	112905785	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000		0	0	0
	<b>Total</b>		<b>112905785</b>	<b>100.0000</b>	<b>112905785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	<b>93476288</b>	66155943	70.7730	64234641	1921302	97.0958	2.9042
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000		0	0	0
	<b>Total</b>		<b>66155943</b>	<b>70.7730</b>	<b>64234641</b>	<b>1921302</b>	<b>97.0958</b>	<b>2.9042</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	<b>70729602</b>	14243747	20.1383	14242131	1616	99.9887	0.0113
	<b>Poll</b>		0	0.0000		0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000		0	0	0
	<b>Total</b>		<b>14243747</b>	<b>20.1383</b>	<b>14242131</b>	<b>1616</b>	<b>99.9887</b>	<b>0.0113</b>
<b>Total</b>		<b>277111675</b>	<b>193305475</b>	<b>69.7572</b>	<b>191382557</b>	<b>1922918</b>	<b>99.0052</b>	<b>0.9948</b>

Birlasoft Limited (Formerly KPIT Technologies Limited)								
Date of the AGM			Wednesday, August 26, 2020					
Total number of shareholders on cut-off date			71002					
No. of shareholders present in the meeting either in person or through proxy:			Not applicable as meeting was conducted through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”)					
Promoters and Promoter Group:								
Public:								
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:			2					
Public:			91					
Agenda- 5: Approval of requests received from certain shareholders for re-classification of their shareholding from “Promoter and Promoter Group” category to “Public” category								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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	100.0000	112905785	0	100.0000	0.0000
Public- Institutions	E-Voting	93476288	66155943	70.7730	66155943	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		66155943	70.7730	66155943	0	100.0000	0.0000
Public- Non Institutions	E-Voting	70729602	14243862	20.1385	14240596	3266	99.9771	0.0229
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14243862	20.1385	14240596	3266	99.9771	0.0229
Total		277111675	193305590	69.7573	193302324	3266	99.9983	0.0017

Note: \*All the shareholders of the Promoter & Promoter Group seeking re-classification are not holding any shares as on the Cut-off Date for e-voting. Hence, there was no necessity for them to abstain from voting on this resolution.

**Birlasoft Limited (Formerly KPIT Technologies Limited)**

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<b>Total number of shareholders on cut-off date</b>	<b>71002</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>Not applicable as meeting was conducted through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”)</b>
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group:</b>	<b>2</b>
<b>Public:</b>	<b>91</b>

<b>Agenda- 6: Adoption of a new set of Memorandum of Association</b>	
<b>Resolution required: (Ordinary/ Special)</b>	<b>Special</b>
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	<b>112905785</b>	112905785	100.0000	112905785	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		<b>112905785</b>	<b>100.0000</b>	<b>112905785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	<b>93476288</b>	66155943	70.7730	66155943	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		<b>66155943</b>	<b>70.7730</b>	<b>66155943</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	<b>70729602</b>	14243794	20.1384	14229561	14233	99.9001	0.0999
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		<b>14243794</b>	<b>20.1384</b>	<b>14229561</b>	<b>14233</b>	<b>99.9001</b>	<b>0.0999</b>
<b>Total</b>		<b>277111675</b>	<b>193305522</b>	<b>69.7573</b>	<b>193291289</b>	<b>14233</b>	<b>99.9926</b>	<b>0.0074</b>

**Birlasoft Limited (Formerly KPIT Technologies Limited)**

Date of the AGM	Wednesday, August 26, 2020
Total number of shareholders on cut-off date	71002
No. of shareholders present in the meeting either in person or through proxy:	Not applicable as meeting was conducted through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	2
Public:	91

<b>Agenda- 7: Approval of the waiver of recovery of excess remuneration</b>	
Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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
	<b>Total</b>		<b>112905785</b>	<b>100.0000</b>	<b>112905785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	93476288	65153176	69.7002	64487260	665916	98.9779	1.0221
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>65153176</b>	<b>69.7002</b>	<b>64487260</b>	<b>665916</b>	<b>98.9779</b>	<b>1.0221</b>
Public- Non Institutions	E-Voting	70729602	14243794	20.1384	14230794	13000	99.9087	0.0913
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>14243794</b>	<b>20.1384</b>	<b>14230794</b>	<b>13000</b>	<b>99.9087</b>	<b>0.0913</b>
<b>Total</b>		<b>277111675</b>	<b>192302755</b>	<b>69.3954</b>	<b>191623839</b>	<b>678916</b>	<b>99.6470</b>	<b>0.3530</b>

August 26, 2020

To  
Ms. Sneha Padve,  
Company Secretary  
Birlasoft Limited  
(Formerly, KPIT Technologies Limited)  
35 & 36, Rajiv Gandhi Infotech Park,  
Phase- I, MIDC, Hinjawadi,  
Pune- 411 057.

**Sub: Report of Scrutinizer on remote e-voting and e-voting conducted at the Twenty Ninth Annual General Meeting (AGM) held through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.**

Dear Ms. Sneha Padve

I refer to my appointment as Scrutinizer to scrutinize the voting Process (including remote e-voting and e-voting at the AGM) in respect of the following resolutions contained in the Notice of Twenty Ninth Annual General Meeting of your company held on Wednesday, August 26, 2020 at 2.30 p.m. (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility:

**A. Ordinary Business**

1. Adoption of audited Financial Statements – standalone
2. Adoption of audited Financial Statements – consolidated
3. Confirmation of interim dividend and declaration of final dividend
4. Re-appointment of Mr. Chandrakant Birla as a Director liable to retire by rotation

**B. Special Business**

5. Approval of requests received from certain shareholders for re-classification of their shareholding from "Promoter and Promoter Group" category to "Public" category
6. Adoption of a new set of Memorandum of Association



7. Approval of the waiver of recovery of excess remuneration

I now enclose the following:

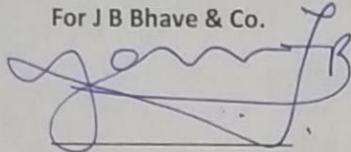
- a. My report to the Chairman of the Company on the result of the remote e-voting and e-voting at the AGM
- b. The register showing the particulars of the e-votes registered on the National Securities Depository Limited (NSDL) (for remote e-voting and e-voting at the AGM) and the consolidated results of voting.

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

Thanking you

Yours faithfully

For J B Bhavé & Co.



Jayavant B Bhavé

FCS 4266 CP 3068



Scrutinizer appointed by the Board of Directors to conduct the  
Voting process for Twenty Ninth AGM of the Company

Place: Pune

**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

**Consolidated Report of Scrutinizer on e-voting Process**

**[Remote e-voting and e-voting conducted at the Twenty Ninth Annual General Meeting (AGM) held through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.]**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 further read with General Circular nos. 20/2020, 17/2020 and 14/2020 issued by The Ministry of Corporate Affairs (MCA), Government of India and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015")]**

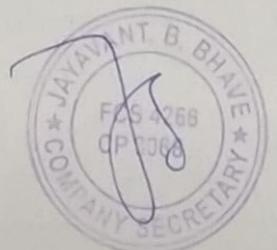
August 26, 2020

To  
Mrs. Amita Birla  
Chairman  
Birlasoft Limited  
(Formerly KPIT Technologies Limited)  
35 & 36, Rajiv Gandhi Infotech Park,  
Phase- I, MIDC, Hinjawadi,  
Pune- 411057

Dear Madam,

Sub: Consolidated Report of Scrutinizer on E-voting Process [Remote e-voting and e-voting conducted at the Twenty Ninth AGM held through VC/OAVM facility, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 further read with General Circular nos. 20/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs (MCA), Government of India and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015")].

The Board of Directors of Birlasoft Limited ('the Company') have vide resolution passed on May 20, 2020, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the Notice of Twenty Ninth AGM held on August 26, 2020 through VC/OAVM, by way of remote e-voting and e-voting conducted at the AGM.



The MCA & the Securities and Exchange Board of India ("the SEBI") vide its general circulars has allowed companies to convene AGM through VC/OAVM facility during the present times of Covid-19 Pandemic crisis. Voting by means of a poll at the AGM by filling physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during remote e-voting period but attending the AGM, are now allowed to cast their vote by e-voting conducted at the AGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice having Membership Number: FCS 4266 and Certificate of Practice Number: 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 20, 2020 as required under Section 108 of the Companies Act, 2013, and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the E-Voting Process; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Twenty Ninth AGM of the Company held on August 26, 2020 through VC/OAVM facility and reproduced herein below:

**A. Ordinary Business**

1. Adoption of audited Financial Statements – standalone - (Ordinary Resolution)
2. Adoption of audited Financial Statements – consolidated - (Ordinary Resolution)
3. Confirmation of interim dividend and declaration of final dividend - (Ordinary Resolution)
4. Re-appointment of Mr. Chandrakant Birla as a Director liable to retire by rotation - (Ordinary Resolution)

**B. Special Business**

5. Approval of requests received from certain shareholders for re-classification of their shareholding from "Promoter and Promoter Group" category to "Public" category - (Ordinary Resolution)
6. Adoption of a new set of Memorandum of Association - (Special Resolution)
7. Approval of the waiver of recovery of excess remuneration - (Special resolution)

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules there under relating to remote e-voting/e-voting at the AGM. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is



conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" or "invalid votes" for the above resolutions, based on the reports generated from the E-Voting System provided by the NSDL, the authorized agency to provide remote e-voting/e-voting at the AGM facilities and engaged by the company for that purpose.

The Notice of AGM dated May 20, 2020 convening the Twenty Ninth AGM of the Company to be held through VC/OAVM facility, on Wednesday, August 26, 2020 at 2.30 p.m. (IST), was sent through electronic mode to the members of the Company on Thursday, July 30, 2020; and the members of the Company holding shares as on the Cut-off Date i.e. Wednesday, August 19, 2020 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of Twenty Ninth AGM.

In this regard, I submit my report as under:

1. The remote e-voting period commenced from Friday, August 21, 2020 (9:00 a.m. IST) and ended on Tuesday, August 25, 2020 (5:00 p.m. IST).
2. After the conclusion of AGM on August 26, 2020, I have downloaded, scrutinized and counted the Votes cast through remote e-voting and e-voting at the AGM, for the purpose of this report.
3. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in the employment of the Company from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. The consolidated results of the e-voting process are as follows:

**Resolution No. 1- Adoption of audited Financial Statements – standalone**

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
410	192810835	99.9999

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	233	0.0001

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution No. 2- Adoption of audited Financial Statements – consolidated**

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
409	192810785	99.9999

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	233	0.0001

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No. 3- Confirmation of interim dividend and declaration of final dividend**

**Voted in Favour of the Resolution:**

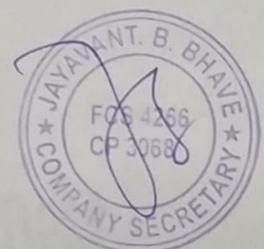
Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
412	193305148	99.9998

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	427	0.0002

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution No. 4- Re-appointment of Mr. Chandrakant Birla as a Director liable to retire by rotation.**

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
392	191382557	99.0052

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
24	1922918	0.9948

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No. 5- Approval of requests received from certain shareholders for re-classification of their shareholding from "Promoter and Promoter Group" category to "Public" category**

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
403	193302324	99.9983

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
15	3266	0.0017

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Note: All the shareholders of the Promoter & Promoter Group seeking re-classification are not holding any shares as on the Cut-off Date for e-voting. Hence, there was no necessity for them to abstain from voting on this resolution pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015**



**Resolution No. 6- Adoption of a new set of Memorandum of Association**

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
403	193291289	99.9926

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
14	14233	0.0074

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Resolution No. 7- Approval of the waiver of recovery of excess remuneration**

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
378	191623839	99.6470

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
38	678916	0.3530

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



5. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the Twenty Ninth AGM and the same will be handed over to the Company Secretary thereafter.

**Result:**

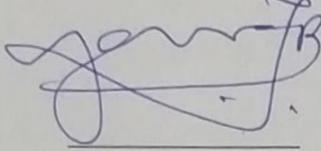
All the Seven resolutions put to vote have secured requisite majority of votes as under-

- a. Resolution numbers 1 to 5 have been passed as **Ordinary Resolutions**  
b. Resolution numbers 6 and 7 have been passed as **Special Resolutions**

The Company Secretary of the Company, as authorized by the Chairman, can accordingly declare the result of voting.

Thanking You,  
Yours faithfully,

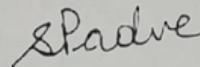
For J B Bhavé & Co.



Jayavant B Bhavé  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
Scrutinizer appointed for the Voting process



For Birlasoft Limited  
(Formerly KPIT Technologies Limited)



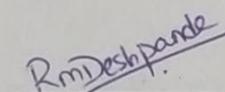
Sneha Padve  
Company Secretary & Compliance Officer  
Membership Number: A9678

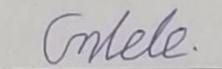
UDIN: F004266B000619056

Date: August 26, 2020

Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 3.51 P.M. on Wednesday, August 26, 2020

  
Ruchita Deshpande  
Witness

  
Chinmay Lele  
Witness