

July 29, 2021

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 Thirtieth 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 July 29, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For Birlasoft Limited



Sneha Padve
Company Secretary & Compliance Officer



Encl.: - As mentioned above.

Birlasoft Limited								
Date of the AGM			Wednesday, July 28, 2021					
Total number of shareholders on cut-off date			147560					
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:			0					
Promoters and Promoter Group:			74					
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
	Total		112905785	100.0000	112905785	0	100.0000	0.0000
Public- Institutions	E-Voting	99919932	75615036	75.6756	75615036	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		75615036	75.6756	75615036	0	100.0000	0.0000
Public- Non Institutions	E-Voting	64757735	19753069	30.5030	19752813	256	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		19753069	30.5030	19752813	256	99.9987	0.0013
Total*		277583452	208273890	75.0311	208273634	256	99.9999	0.0001

* Includes:

- 763,450 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits) Regulations, 2014, the Trustees are not entitled to vote in respect of the shares held by the Trust.
- 202,413 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.

Birlasoft Limited								
Date of the AGM			Wednesday, July 28, 2021					
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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:			0					
Promoters and Promoter Group:			74					
Public:								
Agenda- 2: Adoption of audited Financial Statements – consolidated								
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	99919932	75615036	75.6756	75615036	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		75615036	75.6756	75615036	0	100.0000	0.0000
Public- Non Institutions	E-Voting	64757735	19753064	30.5030	19752861	203	99.9990	0.0010
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		19753064	30.5030	19752861	203	99.9990	0.0010
Total*		277583452	208273885	75.0311	208273682	203	99.9999	0.0001

* Includes:

1. 763,450 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits) Regulations, 2014, the Trustees are not entitled to vote in respect of the shares held by the Trust.
2. 202,413 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.

Birlasoft Limited								
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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:			0					
Promoters and Promoter Group:			74					
Public:								
Agenda- 3: Confirmation of interim dividend and declaration of final dividend								
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	99919932	76528404	76.5897	76528404	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		76528404	76.5897	76528404	0	100.0000	0.0000
Public- Non Institutions	E-Voting	64757735	19752853	30.5027	19752501	352	99.9982	0.0018
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		19752853	30.5027	19752501	352	99.9982	0.0018
Total*		277583452	209187042	75.3601	209186690	352	99.9998	0.0002

* Includes:

1. 763,450 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits) Regulations, 2014, the Trustees are not entitled to vote in respect of the shares held by the Trust.
2. 202,413 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.

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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:			0					
Public:			74					
Agenda- 4: Re-appointment of Mrs. Amita Birla as a Director liable to retire by rotation								
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	99919932	76528404	76.5897	59472033	17056371	77.7124	22.2876
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		76528404	76.5897	59472033	17056371	77.7124	22.2876
Public- Non Institutions	E-Voting	64757735	19753003	30.5029	19746786	6217	99.9685	0.0315
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		19753003	30.5029	19746786	6217	99.9685	0.0315
Total*		277583452	209187192	75.3601	192124604	17062588	91.8434	8.1566

* Includes:

1. 763,450 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits) Regulations, 2014, the Trustees are not entitled to vote in respect of the shares held by the Trust.
2. 202,413 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.

Birlasoft Limited								
Date of the AGM			Wednesday, July 28, 2021					
Total number of shareholders on cut-off date			147560					
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:			0					
Public:			74					
Agenda- 5: Increase in the managerial remuneration limit payable to Mr. 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.								
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
	Total		112905785	100.0000	112905785	0	100.0000	0.0000
Public- Institutions	E-Voting	99919932	76528404	76.5897	73179347	3349057	95.6238	4.3762
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		76528404	76.5897	73179347	3349057	95.6238	4.3762
Public- Non Institutions	E-Voting	64757735	19752963	30.5029	19710228	42735	99.7837	0.2163
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		19752963	30.5029	19710228	42735	99.7837	0.2163
Total*		277583452	209187152	75.3601	205795360	3391792	98.3786	1.6214

* Includes:

- 763,450 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits) Regulations, 2014, the Trustees are not entitled to vote in respect of the shares held by the Trust.
- 202,413 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.

July 29, 2021

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

Sub: Report of Scrutinizer on remote e-voting and e-voting conducted at the Thirtieth 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 Thirtieth Annual General Meeting of your company held on Wednesday, July 28, 2021 at 04:00 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 Mrs. Amita Birla as a Director liable to retire by rotation

B. Special Business

5. Increase in the managerial remuneration limit payable to Mr. 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.



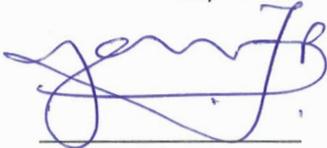
I now enclose the following:

- a. My report to the Chairman of the Company on the result of the remote e-voting and e-voting at the AGM; and
- 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



Jayavant B. Bhave
FCS 4266 CP 3068

Scrutinizer appointed by the Board of Directors to conduct the voting process for Thirtieth AGM of the Company

Place: Pune



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

Consolidated Report of Scrutinizer on e-voting process
[Remote e-voting and e-voting conducted at the Thirtieth 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. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, September 28, 2020, December 31, 2020 and January 13, 2021, respectively, and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "the MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as "the SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 {"the Act"} and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"the SEBI (LODR) Regulations, 2015"}.]

July 29, 2021

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

Sub: Consolidated Report of Scrutinizer on e-voting process [Remote e-voting and e-voting conducted at the Thirtieth AGM held through VC/OAVM facility, conducted pursuant to the provisions of Section 108 of the Act read with Companies (Management and Administration) Rules, 2014 further read with the MCA Circulars and the SEBI Circulars and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015.

Dear Madam,

The Board of Directors of Birlasoft Limited ("the Company") have vide resolution passed on Friday, May 21, 2021, 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 Thirtieth AGM held on July 28, 2021 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 have attended the AGM, are 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. Bhawe, 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 Friday, May 21, 2021 as required under Section 108 of the Act, 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 Thirtieth AGM of the Company held on July 28, 2021 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 Mrs. Amita Birla as a Director liable to retire by rotation – (Ordinary Resolution)

B. Special Business

5. Increase in the managerial remuneration limit payable to Mr. 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. – (Special Resolution)

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to remote e-voting and 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 Scrutinizer's 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 and e-voting at the AGM facilities and engaged by the company for that purpose.

The Notice of AGM dated May 21, 2021 convening the Thirtieth AGM of the Company to be held through VC/OAVM facility, on Wednesday, July 28, 2021 at 4.00 p.m. (IST), was sent through electronic mode to the members of the Company on Friday, July 02, 2021; and the members of the Company holding shares as on the Cut-off Date i.e., Wednesday, July 21, 2021 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of Thirtieth AGM.



In this regard, I submit my report as under:

1. The remote e-voting period commenced from Saturday, July 24, 2021 (09:00 a.m. IST) and ended on Tuesday, July 27, 2021 (05:00 p.m. IST).
2. After the conclusion of AGM on July 28, 2021, 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
850	208273634	99.9999

Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	256	0.0001

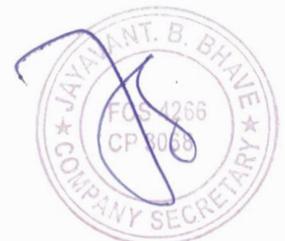
Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

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
850	208273682	99.9999



Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3	203	0.0001

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

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
846	209186690	99.9998

Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
6	352	0.0002

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 4- Re-appointment of Mrs. Amita 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
737	192124604	91.8434



Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
116	17062588	8.1566

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 5- Increase in the managerial remuneration limit payable to Mr. 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.

Voted in favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
744	205795360	98.3786

Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
105	3391792	1.6214

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

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



Result:

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

- a. Resolution numbers 1 to 4 have been passed as **Ordinary Resolutions**
- b. Resolution number 5 has been passed as **Special Resolution**

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



Sneha Padve
Company Secretary & Compliance Officer
Membership Number: A9678

UDIN: F004266C000704229
PR No: 1238/2021

Date: July 29, 2021
Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 5.20 p.m. on Wednesday, July 28, 2021



Ruchi Bhavé
Witness



Ruchita Deshpande
Witness