

August 1, 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: - Voting results of the 33rd Annual General Meeting of Birlasoft Limited

Dear Sir/Madam,

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, please find enclosed herewith the following:

1. Voting results as required under Regulation 44 of the Regulations; and
2. Report of Scrutinizer dated August 1, 2024, pursuant to Section 108 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

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 Padve
Company Secretary & Compliance Officer
Membership No. ACS 9768

Encl.: - As mentioned above.

Birlasoft Limited

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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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	31-07-2024
Start time of the meeting	02:30 PM
End time of the meeting	03:30 PM

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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	29-04-2024
Date of Issuance of Report to the company	01-08-2024

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Voting results

Record date	24-07-2024
Total number of shareholders on record date	399846
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	73
No. of resolution passed in the meeting	4
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				Adoption of audited Financial Statements – Standalone				
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	110121135	96028387	87.2025	96028387	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		110121135	96028387	87.2025	96028387	0	100.0000
Public- Non Institutions	E-Voting	53053001	1708988	3.2213	1708370	618	99.9638	0.0362
	Poll							
	Postal Ballot (if applicable)							
	Total		53053001	1708988	3.2213	1708370	618	99.9638
Total		276079921	210643160	76.2979	210642542	618	99.9997	0.0003
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

Notes:

Total number of shares held include:

- 40,000 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. The voting rights on these shares remain frozn 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 required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited Financial Statements – Consolidated				
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	110121135	96028387	87.2025	96028387	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		110121135	96028387	87.2025	96028387	0	100.0000
Public- Non Institutions	E-Voting	53053001	1708221	3.2198	1707525	696	99.9593	0.0407
	Poll							
	Postal Ballot (if applicable)							
	Total		53053001	1708221	3.2198	1707525	696	99.9593
Total		276079921	210642393	76.2976	210641697	696	99.9997	0.0003
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

Notes:

Total number of shares held include:

- 40,000 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. The voting rights on these shares remain frozn until the rightful owner claims the shares.
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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation of interim dividend and declaration of final dividend				
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	110121135	96325161	87.4720	96325161	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		110121135	96325161	87.4720	96325161	0	100.0000
Public- Non Institutions	E-Voting	53053001	1708651	3.2206	1707978	673	99.9606	0.0394
	Poll							
	Postal Ballot (if applicable)							
	Total		53053001	1708651	3.2206	1707978	673	99.9606
Total		276079921	210939597	76.4053	210938924	673	99.9997	0.0003
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



Notes:

Total number of shares held include:

- 40,000 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. The voting rights on these shares remain frozn 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 (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Amita Birla 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							
	Postal Ballot (if applicable)							
	Total		112905785	112905785	100.0000	112905785	0	100.0000
Public- Institutions	E-Voting	110121135	96325161	87.4720	94480141	1845020	98.0846	1.9154
	Poll							
	Postal Ballot (if applicable)							
	Total		110121135	96325161	87.4720	94480141	1845020	98.0846
Public- Non Institutions	E-Voting	53053001	1712565	3.2280	1707032	5533	99.6769	0.3231
	Poll							
	Postal Ballot (if applicable)							
	Total		53053001	1712565	3.2280	1707032	5533	99.6769
Total		276079921	210943511	76.4067	209092958	1850553	99.1227	0.8773
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



Notes:

Total number of shares held include:

- 40,000 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. The voting rights on these shares remain frozn 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 Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

August 1, 2024

To,

Ms. Sneha Padve

Company Secretary

Birlasoft Limited

35 & 36, Rajiv Gandhi Infotech Park, Phase - I,

MIDC Hinjawadi, Pune - 411057, Maharashtra, India

Subject: Consolidated Report of Scrutinizer on Remote e-voting and e-voting conducted at the 33rd Annual General Meeting held through Video Conference/ Other Audio-Visual Means facility

Dear Ms. Sneha Padve,

I refer to my appointment as the Scrutinizer to scrutinize the Voting Process [including remote e-voting and e-voting at the Annual General Meeting ("AGM")] in respect of the following resolutions contained in the Notice of 33rd AGM of your Company held on Wednesday, July 31, 2024 at 02:30 P.M. (IST) through Video Conference/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 Amita Birla as a Director liable to retire by rotation

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
Bhagwan
Bhave

Digitally signed by
Jayavant Bhagwan
Bhave
Date: 2024.08.01
13:27:12 +05'30'

Jayavant B. Bhave

FCS: 4266 CP: 3068

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

Place: Pune

Consolidated Report of Scrutinizer on E-voting Process
[Remote e-voting and e-voting conducted at the 33rd Annual General Meeting ("AGM")
held through Video Conference/Other Audio-Visual Means ("VC/OAVM") facility]

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014; further read with various Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") from time to time].

August 1, 2024

To,

Mrs. Amita Birla

Chairman

Birlasoft Limited

35 & 36, Rajiv Gandhi Infotech Park, Phase - I,
MIDC Hinjawadi, Pune - 411057, Maharashtra, India

Subject: Consolidated Report of Scrutinizer on e-voting Process [Remote e-voting and e-voting conducted at the 33rd 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 relevant MCA and the SEBI Circulars and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Ma'am,

The Board of Directors of Birlasoft Limited ("the Company") have vide resolution passed on April 29, 2024 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 33rd AGM held on Wednesday, July 31, 2024 at 02:30 P.M. (IST) through VC/OAVM facility, by way of remote e-voting and e-voting conducted at the AGM.

The MCA and SEBI vide general circulars have allowed Companies to convene AGMs through VC/ OAVM facility. 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 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. 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 April 29, 2024 as required under Section 108 of the Act read with Rule 20 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 33rd AGM of the Company held on Wednesday, July 31, 2024 at 02:30 P.M. (IST) through VC/OAVM facility and the same are reproduced herein below:

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 Amita Birla as a Director liable to retire by rotation (Ordinary 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/ 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" the above resolutions, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorised agency to provide remote e-voting/ e-voting at the AGM facilities and engaged by the Company for that purpose.

The Notice convening the 33rd AGM dated April 29, 2024 to be held on Wednesday, July 31, 2024 at 02:30 P.M. (IST) through VC/OAVM facility, was sent through electronic mode to the Members of the Company on Saturday, July 6, 2024 and the Members of the Company holding shares on the cut-off date i.e. Wednesday, July 24, 2024 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of 33rd AGM.

In this regard, I submit my report as under:

1. The remote e-voting period commenced from Saturday, July 27, 2024 from 09:00 A.M. (IST) and ended on Tuesday, July 30, 2024 at 05:00 P.M. (IST).
2. After the conclusion of AGM on July 31, 2024, 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 (Ordinary Resolution)

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
983	210642542	99.9997

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
15	618	0.0003

Votes Invalid:

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 (Ordinary Resolution)

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
976	210641697	99.9997

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
17	696	0.0003

Votes Invalid:

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 (Ordinary Resolution)

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
983	210938924	99.9997

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
15	673	0.0003

Votes Invalid:

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

Resolution No. 4: Re-appointment of Amita Birla as a Director liable to retire by rotation (Ordinary Resolution)

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
934	209092958	99.1227

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
68	1850553	0.8773

Votes Invalid:

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

J. B. Bhave & Co
Company Secretaries

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 33rd AGM and the same will be handed over to the Company Secretary thereafter.

Result:

All the Resolutions put to vote have secured requisite majority of votes. All the Resolutions are passed as **Ordinary Resolutions.**

The Chairman or any other official of the Company duly authorised by the Chairman may accordingly declare the voting result.

Thanking You.
Yours faithfully,

For J. B. Bhave & Co.
Company Secretaries

Jayavant
Bhagwan
Bhave

Digitally signed by
Jayavant Bhagwan
Bhave
Date: 2024.08.01
13:27:54 +05'30'

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

For Birlasoft Limited
Countersigned by

Sneha
Prashant
Padve

Digitally signed
by Sneha
Prashant Padve
Date: 2024.08.01
16:56:41 +05'30'

Sneha Padve
Company Secretary & Compliance Officer
ACS: 9678

UIN: S1999MH025400
PR No.: 1238/2021
UDIN: F004266F000869561

Date: August 1, 2024
Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 03:41 P.M. (IST) on Wednesday, July 31, 2024.



Navjyot Chitnis
Witness



Devangi Puranik
Witness