

January 19, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Ltd.,
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip ID: BSOFT
Scrip Code: 532400

Symbol: BSOFT
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Disclosure of Voting results of Postal Ballot

Dear Sir/Madam,

This is with reference to our intimation dated December 19, 2023 about the postal ballot process undertaken by Birlasoft Limited for seeking the approval of the members of the Company in respect of the Special Resolutions for:

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

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

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Regulations”) and the Companies Act, 2013, we wish to inform that the said resolutions are passed with requisite majority on January 18, 2024.

In this regard, please find enclosed herewith the following:

1. Voting results as required under Regulation 44 of the Regulations; and
2. Report of Scrutinizer dated January 18, 2024, pursuant to Section 108 and 110 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

Birlasoft Limited

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

Encl.: - As mentioned above.

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General information about company

Scrip code	532400
NSE Symbol	BSOFT
MSEI Symbol	NOTLISTED
ISIN	INE836A01035
Name of the company	BIRLASOFT LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-01-2024
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

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

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Voting results

Record date	15-12-2023
Total number of shareholders on record date	322388
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

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Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for a term of 5 (five) years						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		112905785	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		95336552	82.9237	94629078	707474	99.2579	0.7421
	Poll	114969001						
	Postal Ballot (if applicable)							
	Total	114969001	95336552	82.9237	94629078	707474	99.2579	0.7421
Public- Non Institutions	E-Voting		2906753	6.0717	2899858	6895	99.7628	0.2372
	Poll	47874160						
	Postal Ballot (if applicable)							
	Total	47874160	2906753	6.0717	2899858	6895	99.7628	0.2372
Total		275748946	211149090	76.5729	210434721	714369	99.6617	0.3383
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Note:

1. 90,600 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Trustees are not entitled to vote in respect of the shares held by the Trust.

2. 2,33,191 shares of the Company are transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.

3. 14,000 shares of the Company are transferred to Unclaimed Suspense Account. The voting rights on these shares remain frozen until the rightful owner claims the shares.

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



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Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Ms. Nidhi Killawala (DIN: 05182060) as an Independent Director of the Company for a term of 5 (five) years						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		112905785	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		95336552	82.9237	65739955	29596597	68.9557	31.0443
	Poll	114969001						
	Postal Ballot (if applicable)							
	Total	114969001	95336552	82.9237	65739955	29596597	68.9557	31.0443
Public- Non Institutions	E-Voting		2905706	6.0695	2898686	7020	99.7584	0.2416
	Poll	47874160						
	Postal Ballot (if applicable)							
	Total	47874160	2905706	6.0695	2898686	7020	99.7584	0.2416
Total		275748946	211148043	76.5726	181544426	29603617	85.9797	14.0203
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Note:

1. 90,600 shares of the Company are held by Employee Welfare Trust. As provided in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Trustees are not entitled to vote in respect of the shares held by the Trust.

2. 2,33,191 shares of the Company are transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.

3. 14,000 shares of the Company are transferred to Unclaimed Suspense Account. The voting rights on these shares remain frozen until the rightful owner claims the shares.

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



January 18, 2024

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

Subject: Report of Scrutinizer on Voting Process carried out through Postal Ballot ("remote E-voting") conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

Dear Ms. Padve,

I refer to my appointment as Scrutinizer for the purpose of scrutinizing the results of remote e-voting in respect of the following resolutions contained in the Postal Ballot Notice dated Friday, December 15, 2023 which concluded on Thursday, January 18, 2024 at 5:00 P.M. (IST).

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

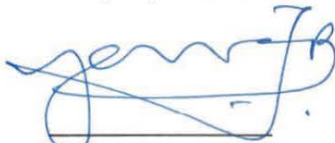
I now enclose my report to the Chairman of your Company on the result of the Voting Process.

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

Thanking you

Yours faithfully

For J. B. Bhavé & Co.
Company Secretaries



Jayavant B. Bhavé
FCS: 4266 CP: 3068



SCRUTINIZER'S REPORT

**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014]**

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

Subject: Report of Scrutinizer on Voting Process carried out through Postal Ballot ("remote E-voting") conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

Dear Madam,

The Board of Directors of Birlasoft Limited ('the Company') issued the postal ballot notice dated Friday, December 15, 2023 (hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolutions as set out in the notice through Postal Ballot ("remote e-voting"); as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Proprietor, M/s. J. B. Bhavé & Co., Company Secretaries, Pune having Membership No.: FCS 4266 and Certificate of Practice Number: 3068 have been appointed as the Scrutinizer by the Board of Directors vide resolution dated Thursday, December 14, 2023 for the purpose of scrutinizing the results of remote e-voting; in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice and reproduced herein below:



RESOLUTIONS:

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

I hereby submit my report on the Resolutions proposed in the postal ballot notice as under:

1. The members of the company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e., Friday, December 15, 2023 were entitled to vote on the Resolutions in the notice.
2. The Postal Ballot Notice was sent to all the Members, whose e-mail addresses were registered with the Company or with the Depositories/Depository Participants or with the Company's Registrar and Transfer Agent, Link Intime India Private Limited.
3. The Company had published on Wednesday, December 20, 2023, an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English), Indian Express (English) and Loksatta (Marathi).
4. The votes exercised through e-voting facility from 09.00 A.M. (IST) on Wednesday, December 20, 2023 to 05.00 P.M. (IST) on Thursday, January 18, 2024 (both days inclusive); being the last date for remote e-voting; were considered for my scrutiny.
5. After the closure of Voting period on Thursday, January 18, 2024, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
6. The details containing list of the members who cast their votes electronically on the resolution; was downloaded from the e-voting system of National Securities Depository Limited ("NSDL") (URL: <https://eservices.nsd.com>).
7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014 for the purpose of this report.
8. Members have casted their votes through remote e-voting.



9. The results of voting are as under:

Summary of Votes cast by remote e-voting

Resolution No. 1: Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for 5 (five) years - Special Resolution.

i. *Voted in favour of the resolution:*

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

ii. *Voted against the resolution:*

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

iii. *Invalid votes:*

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

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

i. *Voted in favour of the resolution:*

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

ii. *Voted against the resolution:*

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

iii. *Invalid votes:*

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



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

Result:

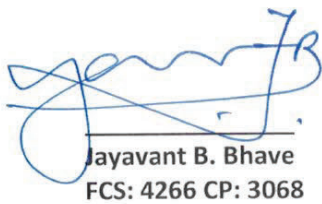
The resolutions have secured requisite majority of votes and have been passed as Special Resolutions.

The Chairman or any other person of the Company duly authorised by the Chairman may accordingly declare the result of voting through remote e-voting facility in respect of the Resolution mentioned in the Postal Ballot Notice.

Thanking You.

Yours faithfully,

**For J. B. Bhave & Co.
Company Secretaries**


Jayavant B. Bhave
FCS: 4266 CP: 3068



**For Birlasoft Limited
Counter-signed by**

Sneha
Prashant
Padve


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

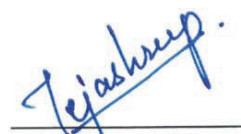
**Ms. Sneha Padve
Company Secretary**

**UDIN: F004266E003253921
PR. No. 1238/2021**

**Date: January 18, 2024
Place: Pune**

We understand that the votes were unblocked from the e-voting website of NSDL i.e. <https://eservices.nsdl.com> in our presence at 05:15 P.M. on Thursday, January 18, 2024.


Chinmay Lele
Witness


Tejashree Parbhane
Witness