

August 8, 2019

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

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

Scrip ID: BSOF
Scrip Code: 532400

Symbol: BSOF
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Voting Results of the 28th Annual General Meeting.

Reference: - Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

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

1. Voting results as required under Regulation 44 of the Regulations.
2. Report of Scrutinizer dated August 8, 2019, 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
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CIN: L72200PN1990PLC059594

Birlasoft Limited (Formerly KPIT Technologies Limited)

Date of the AGM		28th AGM- Wednesday, August 7, 2019						
Total number of shareholders on record date		59822						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors and the report of the Board of Directors thereon.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70558877	68.5484	70558877	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		70558877	68.5484	70558877	0	100.0000	0.0000
Public- Non Institutions	E-Voting	58837994	1485714	2.5251	1485661	53	99.9964	0.0036
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539620	2.6167	1539567	53	99.9966	0.0034
Total		274716653	184444282	67.1398	184444229	53	100.0000	0.0000



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Date of the AGM		28th AGM- Wednesday, August 7, 2019						
Total number of shareholders on record date		59822						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors thereon.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70558877	68.5484	70558877	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		70558877	68.5484	70558877	0	100.0000	0.0000
Public- Non Institutions	E-Voting	58837994	1484104	2.5224	1484051	53	99.9964	0.0036
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1538010	2.6140	1537957	53	99.9966	0.0034
Total		274716653	184442672	67.1392	184442619	53	100.0000	0.0000



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Date of the AGM		28th AGM- Wednesday, August 7, 2019						
Total number of shareholders on record date		59822						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 3. To declare dividend for the financial year ended March 31, 2019.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	70990491	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		70990491	68.9678	70990491	0	100.0000	0.0000
Public- Non Institutions	E-Voting	58837994	1485714	2.5251	1485711	3	99.9998	0.0002
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539620	2.6167	1539617	3	99.9998	0.0002
Total		274716653	184875896	67.2969	184875893	3	100.0000	0.0000



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Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 4. To re-appoint the Statutory Auditor to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting to be held in the year 2023.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	68490101	66.5386	68490101	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		68490101	66.5386	68490101	0	100.0000	0.0000
Public- Non Institutions	E-Voting	58837994	1485700	2.5251	1411564	74136	95.0100	4.9900
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539606	2.6167	1465470	74136	95.1847	4.8153
Total		274716653	182375492	66.3868	182301356	74136	99.9593	0.0407



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Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 5. To appoint Mrs. Amita Birla (DIN: 00837718) as Director & Chairman of the Company, 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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	61607968	9382523	86.7834	13.2166
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		70990491	68.9678	61607968	9382523	86.7834	13.2166
Public- Non Institutions	E-Voting	58837994	1485704	2.5251	1485064	640	99.9569	0.0431
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539610	2.6167	1538970	640	99.9584	0.0416
Total		274716653	184875886	67.2969	175492723	9383163	94.9246	5.0754



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No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 6. To appoint Mr. Chandrakant Birla (DIN: 00118473) as Director of the Company, 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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	68205626	2784865	96.0771	3.9229
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		70990491	68.9678	68205626	2784865	96.0771	3.9229
Public- Non Institutions	E-Voting	58837994	1485654	2.5250	1485029	625	99.9579	0.0421
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539560	2.6166	1538935	625	99.9594	0.0406
Total		274716653	184875836	67.2969	182090346	2785490	98.4933	1.5067



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No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 7. To appoint Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not 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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	69373768	1616723	97.7226	2.2774
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		70990491	68.9678	69373768	1616723	97.7226	2.2774
Public- Non Institutions	E-Voting	58837994	1485654	2.5250	1484678	976	99.9343	0.0657
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539560	2.6166	1538584	976	99.9366	0.0634
Total		274716653	184875836	67.2969	183258137	1617699	99.1250	0.8750



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No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 8. To appoint Ms. Nandita Gurjar (DIN: 01318683) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not 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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	70063491	927000	98.6942	1.3058
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		70990491	68.9678	70063491	927000	98.6942	1.3058
Public- Non Institutions	E-Voting	58837994	1485652	2.5250	1484361	1291	99.9131	0.0869
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539558	2.6166	1538267	1291	99.9161	0.0839
Total		274716653	184875834	67.2969	183947543	928291	99.4979	0.5021



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Total number of shareholders on record date		59822						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 9. To appoint Mr. Prasad Thrikutam (DIN: 06814004) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not 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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	70990491	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		70990491	68.9678	70990491	0	100.0000	0.0000
Public- Non Institutions	E-Voting	58837994	1485354	2.5245	1484378	976	99.9343	0.0657
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539260	2.6161	1538284	976	99.9366	0.0634
Total		274716653	184875536	67.2968	184874560	976	99.9995	0.0005



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Total number of shareholders on record date		59822						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 10. To approve remuneration paid to Mr. Anjan Lahiri (DIN: 06407055) who was appointed as Managing Director & Chief Executive Officer of the Company for the period from January 16, 2019 till May 31, 2019.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	69883738	1106753	98.4410	1.5590
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		70990491	68.9678	69883738	1106753	98.4410	1.5590
Public- Non Institutions	E-Voting	58837994	955197	1.6234	953642	1555	99.8372	0.1628
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1009103	1.7151	1007548	1555	99.8459	0.1541
Total		274716653	184345379	67.1038	183237071	1108308	99.3988	0.6012



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No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 11. To approve remuneration paid to Mr. Pawan Sharma (DIN: 01924215) who was appointed as Whole-time Director of the Company for the period from January 15, 2019 till May 31, 2019.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	68507854	66.5559	67401101	1106753	98.3845	1.6155
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		68507854	66.5559	67401101	1106753	98.3845	1.6155
Public- Non Institutions	E-Voting	58837994	953725	1.6209	951970	1755	99.8160	0.1840
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1007631	1.7126	1005876	1755	99.8258	0.1742
Total		274716653	181861270	66.1996	180752762	1108508	99.3905	0.6095



Birlasoft Limited (Formerly KPIT Technologies Limited)

Date of the AGM		28th AGM- Wednesday, August 7, 2019						
Total number of shareholders on record date		59822						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 12. To appoint Mr. Dharmander Kapoor (DIN: 08443715) as the Chief Executive Officer (CEO) & Managing Director of the Company for the period of three years with effect from June 1, 2019.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	70990491	68.9678	69883738	1106753	98.4410	1.5590
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		70990491	68.9678	69883738	1106753	98.4410	1.5590
Public- Non Institutions	E-Voting	58837994	1485654	2.5250	1485009	645	99.9566	0.0434
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539560	2.6166	1538915	645	99.9581	0.0419
Total		274716653	184875836	67.2969	183768438	1107398	99.4010	0.5990



Birlasoft Limited (Formerly KPIT Technologies Limited)

Date of the AGM		28th AGM- Wednesday, August 7, 2019						
Total number of shareholders on record date		59822						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		1						
Public:		51						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 13. To adopt new set of Articles of Association of the Company.								
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000
Public- Institutions	E-Voting	102932874	68364699	66.4168	28156848	40207851	41.1862	58.8138
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		68364699	66.4168	28156848	40207851	41.1862	58.8138
Public- Non Institutions	E-Voting	58837994	1485654	2.5250	1484369	1285	99.9135	0.0865
	Poll		53906	0.0916	53906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1539560	2.6166	1538275	1285	99.9165	0.0835
Total		274716653	182250044	66.3411	142040908	40209136	77.9374	22.0626



Birlasoft Limited (Formerly KPIT Technologies Limited)

Date of the AGM		28th AGM- Wednesday, August 7, 2019							
Total number of shareholders on record date		59822							
No. of shareholders present in the meeting either in person or through proxy:		52							
Promoters and Promoter Group:		1							
Public:		51							
No. of Shareholders attended the meeting through Video Conferencing:									
Promoters and Promoter Group:		NA							
Public:		NA							
Agenda- 14. To approve commission to be paid to the Non-Executive Directors of the Company for a period of five years commencing from financial year 2019-20									
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	112945785	112345785	99.4688	112345785	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		112345785	99.4688	112345785	0	100.0000	0.0000	
Public- Institutions	E-Voting	102932874	70990491	68.9678	69672096	1318395	98.1429	1.8571	
	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		70990491	68.9678	69672096	1318395	98.1429	1.8571	
Public- Non Institutions	E-Voting	58837994	1485654	2.5250	1482217	3437	99.7687	0.2313	
	Poll		53906	0.0916	53906	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		1539560	2.6166	1536123	3437	99.7768	0.2232	
Total		274716653	184875836	67.2969	183554004	1321832	99.2850	0.7150	



August 8, 2019

To

Ms. Sneha Padve,
Company Secretary
Birlasoft Limited
(Formerly KPIT Technologies Limited)
35 & 36, Rajiv Gandhi Infotech Park,
Phase- I, MIDC, Hinjawadi,
Pune- 411057

Sub: E-voting and Voting by Poll at Annual General Meeting (AGM) Venue

Dear Ms. Sneha Padve,

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and voting by Poll at AGM venue) in respect of the following resolutions contained in the Notice of Twenty Eighth Annual General Meeting held on Wednesday, August 7, 2019 at 4:00 p.m.

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors and the report of the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2019.
4. To re-appoint the Statutory Auditor to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting to be held in the year 2023.
5. To appoint Mrs. Amita Birla (DIN: 00837718) as Director & Chairman of the Company, liable to retire by rotation.
6. To appoint Mr. Chandrakant Birla (DIN: 00118473) as Director of the Company, liable to retire by rotation.
7. To appoint Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.
8. To appoint Ms. Nandita Gurjar (DIN: 01318683) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.



9. To appoint Mr. Prasad Thrikutam (DIN: 06814004) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.
10. To approve remuneration paid to Mr. Anjan Lahiri (DIN: 06407055) who was appointed as Managing Director & Chief Executive Officer of the Company for the period from January 16, 2019 till May 31, 2019.
11. To approve remuneration paid to Mr. Pawan Sharma (DIN: 01924215) who was appointed as Whole-time Director of the Company for the period from January 15, 2019 till May 31, 2019.
12. To appoint Mr. Dharmander Kapoor (DIN: 08443715) as the Chief Executive Officer (CEO) & Managing Director of the Company for the period of three years with effect from June 1, 2019.
13. To adopt new set of Articles of Association of the Company.
14. To approve commission to be paid to the Non-Executive Directors of the Company for a period of five years commencing from financial year 2019-20.


I now enclose the following:

- a. My report to the Chairman of the Company on the result of the Voting Process (including E-voting and Voting by Poll at AGM Venue)
- b. The register showing the particulars of the Votes cast by Poll at the AGM Venue and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.

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

Thanking you

Yours faithfully



Jayavant B Bhave
Company Secretary in Whole-time Practice
FCS 4266 CP 3068
Scrutinizer appointed by the Board of Directors for the
Voting process for 28th AGM of the Company



Report of Scrutinizer on Remote E-Voting and Voting by Poll at AGM Venue
[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]

August 8, 2019

To
Mr. Ashok Kumar Barat
Chairman
Birlasoft Limited
(Formerly KPIT Technologies Limited)
35 & 36, Rajiv Gandhi Infotech Park,
Phase- I, MIDC, Hinjawadi,
Pune- 411057

Dear Sir,

Sub: Report of Scrutinizer on Voting Process [including Remote E-voting and Voting by Poll at AGM Venue] conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of Birlasoft Limited (formerly KPIT Technologies Limited) ('the Company') have vide resolution passed on May 24, 2019 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 Eighth Annual General Meeting ('AGM') held on August 7, 2019; by way of Voting by electronic means (Remote E-voting) and voting by Poll at AGM Venue; as required under the provisions of Sections 108 and 109 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice, having Membership No. 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 24, 2019 as required under Sections 108 and 109 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Remote E-Voting and Voting by Poll at AGM Venue; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Twenty Eighth Annual General Meeting of the Company held on August 7, 2019 and reproduced herein below:



Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors and the report of the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2019.
4. To re-appoint the Statutory Auditor to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting to be held in the year 2023.
5. To appoint Mrs. Amita Birla (DIN: 00837718) as Director & Chairman of the Company, liable to retire by rotation.
6. To appoint Mr. Chandrakant Birla (DIN: 00118473) as Director of the Company, liable to retire by rotation.
7. To appoint Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.
8. To appoint Ms. Nandita Gurjar (DIN: 01318683) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.
9. To appoint Mr. Prasad Thrikutam (DIN: 06814004) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.
10. To approve remuneration paid to Mr. Anjan Lahiri (DIN: 06407055) who was appointed as Managing Director & Chief Executive Officer of the Company for the period from January 16, 2019 till May 31, 2019.
11. To approve remuneration paid to Mr. Pawan Sharma (DIN: 01924215) who was appointed as Whole-time Director of the Company for the period from January 15, 2019 till May 31, 2019.
12. To appoint Mr. Dharmander Kapoor (DIN: 08443715) as the Chief Executive Officer (CEO) & Managing Director of the Company for the period of three years with effect from June 1, 2019.

Special resolution:

13. To adopt new set of Articles of Association of the Company.

Ordinary Resolution:

14. To approve commission to be paid to the Non-Executive Directors of the Company, for a period of five years commencing from financial year 2019-20.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting and Voting by Poll at the AGM Venue. 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" and "invalid votes" on the above resolutions, based on the reports generated from the E-Voting System provided by the National Securities Depository Limited (NSDL), the authorized agency to provide Remote E-voting facilities and engaged by the Company for that purpose and Voting by the poll provided at the AGM Venue.



The Notice of AGM dated May 24, 2019, convening the Twenty Eighth Annual General Meeting of the Company to be held at Birlasoft Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase- I, MIDC, Hinjawadi, Pune- 411057, on August 7, 2019 at 4:00 p.m. was sent to the members of the Company and the members of the Company holding shares on the cut-off date i.e. July 31, 2019 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The E-voting period remained open from Friday, August 2, 2019 (9.00 a.m. IST) to Tuesday August 6, 2019 (5.00 p.m. IST).
2. After the closure of AGM on August 7, 2019, I have unblocked the electronic votes in the presence of three witnesses not in the employment of the Company.
3. The details containing list of the shareholders who cast their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. I have downloaded, scrutinized and counted the Votes cast through Remote E-voting facility, and Votes cast by Poll at the venue of AGM; for the purpose of this report.
5. The particulars of votes cast through Remote E-voting and Votes cast by Poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
6. I further report; pursuant to the Section 109 of the Companies Act, 2013 and read with Rule 21 of the Companies (Management and Administration) Rules, 2014 that:
 - i. After the time fixed for closing of the poll by the Chairman Mr. Ashok Kumar Barat, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
 - ii. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the proxies lodged with the Company.
 - iii. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. The cumulative results of the E-Voting Process and the poll taken at the meeting are as follows-



1. Resolution No.1 (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, together with the reports of the Auditors and the report of the Board of Directors thereon.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70558877	68.55	70558877	0	100.00	0
Public- Others	58837994	1485714	2.53	1485661	53	99.99	0.01
Total	274716653	184390376	67.12	184390323	53	99.99	0.01

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public- Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

CONSOLIDATED:

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70558877	68.55	70558877	0	0	100.00	0
Public-Others	58837994	1539620	2.62	1539567	53	0	99.99	0.01
Total	274716653	184444282	67.14	184444229	53	0	99.99	0.01

RESULT:

The above resolution was passed with requisite majority.

2. Resolution No.2 (Ordinary Resolution)

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2019 together with the reports of the Auditors thereon.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70558877	68.55	70558877	0	100.00	0
Public-Others	58837994	1484104	2.52	1484051	53	99.99	0.01
Total	274716653	184388766	67.12	184388713	53	99.99	0.01



• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70558877	68.55	70558877	0	0	100.00	0
Public-Others	58837994	1538010	2.61	1537957	53	0	99.99	0.01
Total	274716653	184442672	67.14	184442619	53	0	99.99	0.01

RESULT:

The above resolution was passed with requisite majority.



3. RESOLUTION NO. 3 (ORDINARY RESOLUTION)

To declare dividend for the financial year ended March 31, 2019.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	70990491	0	100.00	0
Public-Others	58837994	1485714	2.53	1485711	3	99.99	0.01
Total	274716653	184821990	67.28	184821987	3	99.99	0.01

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled.	% of votes against on votes polled.
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	70990491	0	0	100.00	0
Public- Others	58837994	1539620	2.62	1539617	3	0	99.99	0.01
Total	274716653	184875896	67.30	184875893	3	0	99.99	0.01

RESULT:

The above resolution was passed with requisite majority.

4. RESOLUTION NO. 4. (ORDINARY RESOLUTION)

To re-appoint the Statutory Auditor to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting to be held in the year 2023.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	68490101	66.54	68490101	0	100.00	0
Public- Others	58837994	1485700	2.53	1411564	74136	95.01	4.99
Total	274716653	182321586	66.37	182247450	74136	99.96	0.04



• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	68490101	66.54	68490101	0	0	100.00	0
Public-Others	58837994	1539606	2.62	1465470	74136	0	95.18	4.82
Total	274716653	182375492	66.39	182301356	74136	0	99.96	0.04

RESULT:

The above resolution was passed with requisite majority.



5. RESOLUTION NO. 5 (ORDINARY RESOLUTION)

To appoint Mrs. Amita Birla (DIN: 00837718) as Director & Chairman of the Company, liable to retire by rotation.

E- VOTING PROCESS:

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	61607968	9382523	86.78	13.22
Public-Others	58837994	1485704	2.53	1485064	640	99.96	0.04
Total	274716653	184821980	67.28	175438817	9383163	94.93	5.07

• POLL TAKEN AT THE MEETING:

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	61607968	9382523	0	86.78	13.22
Public-Others	58837994	1539610	2.62	1538970	640	0	99.96	0.04
Total	274716653	184875886	67.30	175492723	9383163	0	94.92	5.08

RESULT:

The above resolution was passed with requisite majority.

6. RESOLUTION NO. 6 (ORDINARY RESOLUTION)

To appoint Mr. Chandrakant Birla (DIN: 00118473) as Director of the Company, liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	68205626	2784865	96.08	3.92
Public-Others	58837994	1485654	2.53	1485029	625	99.96	0.04
Total	274716653	184821930	67.28	182036440	2785490	98.49	1.51



• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid* Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	68205626	2784865	0	96.08	3.92
Public-Others	58837994	1539560	2.62	1538935	625	0	99.96	0.04
Total	274716653	184875836	67.30	182090346	2785490	0	98.49	1.51

RESULT:

The above resolution was passed with requisite majority

7. RESOLUTION NO. 7 (ORDINARY RESOLUTION)

To appoint Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69373768	1616723	97.72	2.28
Public-Others	58837994	1485654	2.53	1484678	976	99.93	0.07
Total	274716653	184821930	67.28	183204231	1617699	99.12	0.88

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid* Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69373768	1616723	0	97.72	2.28
Public-Others	58837994	1539560	2.62	1538584	976	0	99.94	0.06
Total	274716653	184875836	67.30	183258137	1617699	0	99.13	0.87

RESULT:

The above resolution passed with requisite majority.

8. RESOLUTION NO. 8 (ORDINARY RESOLUTION)

To appoint Ms. Nandita Gurjar (DIN: 01318683) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	70063491	927000	98.69	1.31
Public-Others	58837994	1485652	2.53	1484361	1291	99.91	0.09
Total	274716653	184821928	67.28	183893637	928291	99.50	0.50

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid* Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	70063491	927000	0	98.69	1.31
Public-Others	58837994	1539558	2.62	1538267	1291	0	99.92	0.08
Total	274716653	184875834	67.30	183947543	928291	0	99.50	0.50

RESULT:

The above resolution passed with requisite majority.



9. RESOLUTION NO. 9 (ORDINARY RESOLUTION)

To appoint Mr. Prasad Thrikutam (DIN: 06814004) as an Independent Director of the Company for a period of five years with effect from January 15, 2019, not liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	70990491	0	100.00	0
Public- Others	58837994	1485354	2.53	1484378	976	99.93	0.07
Total	274716653	184821630	67.28	184820654	976	99.99	0.01

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public- Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	70990491	0	0	100.00	0
Public-Others	58837994	1539260	2.62	1538284	976	0	99.94	0.06
Total	274716653	184875536	67.30	184874560	976	0	99.99	0.01

RESULT:

The above resolution passed with requisite majority.

10. RESOLUTION NO. 10 (ORDINARY RESOLUTION)

To approve remuneration paid to Mr. Anjan Lahiri (DIN: 06407055) who was appointed as Managing Director & Chief Executive Officer of the Company for the period from January 16, 2019 till May 31, 2019.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69883738	1106753	98.44	1.56
Public-Others	58837994	955197	1.62	953642	1555	99.84	0.16
Total	274716653	184291473	67.08	183183165	1108308	99.40	0.60

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69883738	1106753	0	98.44	1.56
Public-Others	58837994	1009103	1.72	1007548	1555	0	99.85	0.15
Total	274716653	184345379	67.10	183237071	1108308	0	99.40	0.60

RESULT:

The above resolution was passed with requisite majority.



11. RESOLUTION NO. 11 (ORDINARY RESOLUTION)

To approve remuneration paid to Mr. Pawan Sharma (DIN: 01924215) who was appointed as Whole-time Director of the Company for the period from January 15, 2019 to May 31, 2019.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	68507854	66.56	67401101	1106753	98.38	1.62
Public- Others	58837994	953725	1.62	951970	1755	99.82	0.18
Total	274716653	181807364	66.18	180698856	1108508	99.39	0.61

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public- Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	68507854	66.56	67401101	1106753	0	98.38	1.62
Public-Others	58837994	1007631	1.71	1005876	1755	0	99.83	0.17
Total	274716653	181861270	66.20	180752762	1108508	0	99.39	0.61

RESULT:

The above resolution was passed with requisite majority.

12. RESOLUTION NO. 12 (ORDINARY RESOLUTION)

To appoint Mr. Dharmander Kapoor (DIN: 08443715) as the Chief Executive Officer (CEO) & Managing Director of the Company for the period of three years with effect from June 1, 2019.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69883738	1106753	98.44	1.56
Public-Others	58837994	1485654	2.53	1485009	645	99.96	0.04
Total	274716653	184821930	67.28	183714532	1107398	99.40	0.60

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69883738	1106753	0	98.44	1.56
Public-Others	58837994	1539560	2.62	1538915	645	0	99.96	0.04
Total	274716653	184875836	67.30	183768438	1107398	0	99.40	0.60

RESULT:

The above resolution was passed with requisite majority.



13. RESOLUTION NO. 13 (SPECIAL RESOLUTION)

To adopt new set of Articles of Association of the Company.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	68364699	66.42	28156848	40207851	41.19	58.82
Public-Others	58837994	1485654	2.53	1484369	1285	99.91	0.09
Total	274716653	182196138	66.32	141987002	40209136	77.93	22.07

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0



• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	68364699	66.42	28156848	40207851	0	41.19	58.82
Public-Others	58837994	1539560	2.62	1538275	1285	0	99.92	0.08
Total	274716653	182250044	66.34	142040908	40209136	0	77.94	22.07

RESULT:

The above resolution was passed with requisite majority.

14. RESOLUTION NO. 14 (ORDINARY RESOLUTION)

To approve the commission to be paid to Non-Executive Directors of the Company for a period of five years commencing from financial year 2019-20.

• **E- VOTING PROCESS:**

Particulars	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
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69672096	1318395	98.14	1.86
Public-Others	58837994	1485654	2.53	1482217	3437	99.77	0.23
Total	274716653	184821930	67.28	183500098	1321832	99.28	0.72

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	0	0	0	0	0	0	0
Public Institutional Holders	102932874	0	0	0	0	0	0	0
Public-Others	58837994	53906	0.09	53906	0	0	100.00	0
Total	274716653	53906	0.02	53906	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	112945785	112345785	99.47	112345785	0	0	100.00	0
Public Institutional Holders	102932874	70990491	68.97	69672096	1318395	0	98.14	1.86
Public-Others	58837994	1539560	2.62	1536123	3437	0	99.78	0.22
Total	274716653	184875836	67.30	183554004	1321832	0	99.29	0.71

RESULT:

The above resolution was passed with requisite majority.

8. 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 aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter.



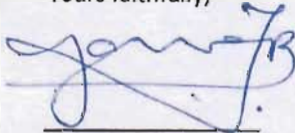
Result:

Out of the total 14 resolutions proposed: -

- i. Resolutions number 1 to 12 and Resolution Number 14 have been passed as Ordinary Resolutions
- ii. Resolutions number 13 has been passed as Special Resolution

The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,



Jayavant B Bhawe
Company Secretary in Whole-time Practice
FCS 4266 CP 3068
Scrutinizer appointed by the Board of Directors for the
Voting process for 28th AGM of the Company



Counter-signed by:
For Birlasoft Limited
(Formerly KPIT Technologies Limited)

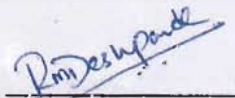


Sneha Padve
Company Secretary



Date: August 8, 2019
Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 05:30 PM on Wednesday, August 7, 2019.



Ruchita Deshpande



Rujuta Kulkarni



Tanmay Pethkar

