

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: BSOFT
Scrip Code: 532400

Symbol: BSOFT
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Outcome of the 28th Annual General Meeting.

Reference: - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 28th Annual General Meeting of Birlasoft Limited held on August 7, 2019.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For Birlasoft Limited
(Formerly KPIT Technologies Limited)



Sneha Padve
Company Secretary & Compliance Officer



Encl.: - As mentioned above.

Birlasoft Limited

(Formerly KPIT Technologies Limited)

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India

Tel: +91 20 6652 5000 | Fax +91 20 6652 5001 | contactus@birlasoft.com | www.birlasoft.com

CIN: L72200PN1990PLC059594

Proceedings of the 28th Annual General Meeting ("AGM")

The 28th Annual General Meeting of Birlasoft Limited was held on Wednesday, August 7, 2019, at 04.00 p.m., at Birlasoft Auditorium, SDB - II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057.

Due to heavy rainfall and bad weather conditions Mrs. Amita Birla, Chairman of the Company was unable to attend the AGM and therefore, Mr. Ashok Kumar Barat, Independent Director of the Company, was elected as Chairman of the AGM. However, she addressed the members present at the meeting through an audio-visual clip.

As the requisite quorum was present, the Chairman called the Meeting to order. A presentation was made by Mr. Dharminder Kapoor, CEO & Managing Director of the Company. The Chairman then provided clarifications to the queries raised by the Members. With the permission of the Members, Notice of the Meeting and Auditors' Report were taken as read.

Thereafter, the Chairman informed that the Company had provided the Members with the facility to cast their votes electronically, on all the resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes by Poll at the Meeting venue.

The following items of business, as per the Notice of AGM dated May 24, 2019, were transacted at the Meeting:-

ORDINARY BUSINESS:

Ordinary Resolutions

1. Receiving, consideration and adoption of 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. Receiving, consideration and adoption of the Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the report of the Auditors thereon;
3. Declaration of dividend for the financial year ended March 31, 2019;
4. Re-appointment of 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.

SPECIAL BUSINESS:

5. Approval for appointment of Mrs. Amita Birla (DIN: 00837718) as Director & Chairman of the Company, liable to retire by rotation;
6. Approval for appointment of Mr. Chandrakant Birla (DIN: 00118473) as a Director of the Company, liable to retire by rotation;
7. Approval for appointment of Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a period of five years from January 15, 2019, not liable to retire by rotation;
8. Approval for appointment of Ms. Nandita Gurjar (DIN: 01318683) as an Independent Director of the Company for a period of five years from January 15, 2019, not liable to retire by rotation;

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9. Approval for appointment of Mr. Prasad Thrikutam (DIN: 06814004) as an Independent Director of the Company for a period of five years from January 15, 2019, not liable to retire by rotation;
10. Approval for remuneration paid to Mr. Anjan Lahiri (DIN: 06407055), who was appointed as the Managing Director & Chief Executive Officer of the Company, for the period from January 16, 2019 till May 31, 2019;
11. Approval for remuneration paid to Mr. Pawan Sharma (DIN: 01924215), who was appointed as a Whole-time Director of the Company, for the period from January 15, 2019 till May 31, 2019;
12. Approval for appointment of Mr. Dharmander Kapoor (DIN: 08443715) as the Chief Executive Officer (CEO) & Managing Director of the Company, for a period of three years, with effect from June 1, 2019.

Special Resolution

13. Approval for adoption of a new set of Articles of Association of the Company.

Ordinary Resolution

14. Approval for commission to be paid to the Non-Executive Directors of the Company, for a period of 5 years commencing from the financial year 2019-20.

In connection with the above and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Resolution Nos. 1 to 14 mentioned above have been passed by the Members with the requisite majority.

Mr. Jayavant Bhave, Proprietor, J. B. Bhave & Co., Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the votes cast in this Meeting & remote e-voting and submit a consolidated report thereon. The Consolidated Scrutinizers Report in prescribed format along with the details of the voting results (remote e-voting and poll) on all the resolutions as set out in the Notice of AGM pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be submitted to the Stock Exchanges within 48 hours of the closure of the meeting on submission of the same by the Scrutinizer.

These reports will be uploaded on the website of the Company and National Securities Depository Limited.

Thanking you.

Yours faithfully,

For Birlasoft Limited
(Formerly KPIT Technologies Limited)



Sneha Padve
Company Secretary & Compliance Officer



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