

March 24, 2023

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: - Disclosure of Voting results of Postal Ballot

Dear Sir/Madam,

This is with reference to our intimation dated February 21, 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 Resolution for appointment of Mr. Ananth Sankaranarayanan as an Independent Director of the Company for a term of 5 (five) years, by way of remote electronic voting only ("e-voting").

The remote e-voting period commenced from 09.00 a.m. (IST) on Wednesday, February 22, 2023 and ended at 05.00 p.m. (IST) on Thursday, March 23, 2023.

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 resolution is passed with requisite majority on March 23, 2023.

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 March 24, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

Birlasoft 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

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.

[Home](#)[Validate](#)[Import XML](#)

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)	23-03-2023
Start time of the meeting	
End time of the meeting	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

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	14-02-2023
Date of Issuance of Report to the company	24-03-2023

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	17-02-2023
Total number of shareholders on record date	391861
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	1
Disclosure of notes on voting results	Add Notes

[Prev](#)

[Home](#)[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ananth Sankaranarayanan 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	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	89638469	76545623	85.3937	76545623	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		89638469	76545623	85.3937	76545623	0	100.0000
Public- Non Institutions	E-Voting	72326293	673235	0.9308	659188	14047	97.9135	2.0865
	Poll							
	Postal Ballot (if applicable)							
	Total		72326293	673235	0.9308	659188	14047	97.9135
Total		274870547	190124643	69.1688	190110596	14047	99.9926	0.0074
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:

Total no. of shares held includes :-

- 2,14,400 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.
- 2,14,969 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.
- 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 Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

March 24, 2023

To

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

Sub: Report of Scrutinizer on Voting Process (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 resolution contained in the Notice dated February 14, 2023 which concluded on Thursday, March 23, 2023 at 5 p.m. (IST):

1. Appointment of Mr. Ananth Sankaranarayanan as an Independent Director of the Company for a term of 5 (five) years

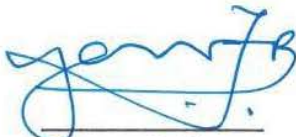
I now enclose my report to the Chairman of your Company on the result of the Voting Process.

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, India

Sub: 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 February 14, 2023 (hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolution 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 February 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:

RESOLUTION:

- 1. Special Resolution: Appointment of Mr. Ananth Sankaranarayanan 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., February 17, 2023 were entitled to vote on the Resolution(s) 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, February 22, 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 Wednesday, February 22, 2023 at 09:00 am (IST) to Thursday, March 23, 2023 at 05:00 pm (IST) (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, March 23, 2023, 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.nsdl.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 voted have cast 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 Mr. Ananth Sankaranarayanan as an Independent Director of the Company for a term of 5 (five) years

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1581	190110596	99.9926

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
93	14047	0.0074

iii. Invalid votes:

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



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

Result:

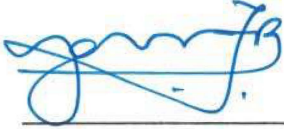
The resolution has secured requisite majority of votes and has been passed as a Special Resolution.

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. Bhavé & Co.
Company Secretaries



Jayavant B. Bhavé
FCS: 4266 CP: 3068



UDIN: F004266D003315585
PR. No. 1238/2021

Date: March 24, 2023
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 5.45 p.m. on Thursday, March 23, 2023.



Ruchita Deshpande



Amey Ketkar

Counter-signed by:

Sneha
Prashant
Padve
Digitally signed by
Sneha Prashant
Padve
Date: 2023.03.24
16:32:22 +05'30'



Sneha Padve
Company Secretary
Birlasoft Limited