

October 4, 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 Result of Postal Ballot.

**Reference:** - Regulations 30 and 44 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 ("Listing Regulations"), we wish to inform you that, following resolutions have been passed by the Members of the Company with requisite majority on October 3, 2019, being the last date of receiving Postal Ballot and E-Voting:

1. Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company.
2. Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary company(ies), if any, of the Company.

Please find enclosed herewith the following:-

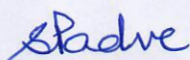
1. Voting results as required under Regulation 44 of the Listing Regulations.
2. Report of Scrutinizer dated October 4, 2019, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 and read with Companies (Management and Administration) Rules, 2014.

The voting results along with the Scrutinizer's Report will also be available on the Company's website: [www.birlasoft.com](http://www.birlasoft.com) and on the website of National Securities Depositories Limited: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the same on your records.

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)

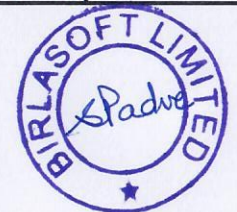
Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India

Tel: +91 20 6652 5000 | Fax +91 20 6652 5001 | [contactus@birlasoft.com](mailto:contactus@birlasoft.com) | [www.birlasoft.com](http://www.birlasoft.com)

CIN: L72200PN1990PLC059594

**Birlasoft Limited**  
(Formerly KPIT Technologies Limited)

Date of Postal Ballot		August 12, 2019 (Voting start date: September 4, 2019 (9.00 a.m. IST) till October 3, 2019 (5.00 p.m. IST))						
Total number of shareholders on record date		58211						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Agenda- 1.Approval for Birlasoft Share Incentive Plan-2019 for the employees 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	112945785	100.0000	112945785	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>112945785</b>	<b>100.0000</b>	<b>112945785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	101700523	59729108	58.7304	19135749	40593359	32.0376	67.9624
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	<b>Total</b>		<b>59729108</b>	<b>58.7304</b>	<b>19135749</b>	<b>40593359</b>	<b>32.0376</b>	<b>67.9624</b>
Public- Non Institutions	E-Voting	61823140	30090139	48.6713	30047126	43013	99.8571	0.1429
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		73210	0.1184	62232	10978	0	
	<b>Total</b>		<b>30163349</b>	<b>48.7897</b>	<b>30109358</b>	<b>53991</b>	<b>99.8210</b>	<b>0.1790</b>
<b>Total</b>		<b>276469448</b>	<b>202838242</b>	<b>73.3673</b>	<b>162190892</b>	<b>40647350</b>	<b>79.9607</b>	<b>20.0393</b>



**Birlasoft Limited**  
(Formerly KPIT Technologies Limited)

Date of Postal Ballot	August 12, 2019 (Voting start date: September 4, 2019 (9.00 a.m. IST) till October 3, 2019 (5.00 p.m. IST))
Total number of shareholders on record date	58211
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

**Agenda- 2. Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary Company(ies), if any, of the Company**

Resolution required: (Ordinary/ Special)	<b>Special</b>
Whether promoter/ promoter group are interested in the agenda/resolution?	<b>No</b>

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	112945785	100.0000	112945785	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>112945785</b>	<b>100.0000</b>	<b>112945785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	101700523	57855873	56.8885	19135749	38720124	33.0749	66.9251
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>57855873</b>	<b>56.8885</b>	<b>19135749</b>	<b>38720124</b>	<b>33.0749</b>	<b>66.9251</b>
Public- Non Institutions	E-Voting	61823140	30090689	48.6722	30043876	46813	99.8444	0.1556
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		73060	0.1182	60212	12848	0	0
	<b>Total</b>		<b>30163749</b>	<b>48.7904</b>	<b>30104088</b>	<b>59661</b>	<b>99.8022</b>	<b>0.1978</b>
<b>Total</b>		<b>276469448</b>	<b>200965407</b>	<b>72.6899</b>	<b>162185622</b>	<b>38779785</b>	<b>80.70325357</b>	<b>19.2967</b>



**Jayavant B. Bhavé**

B.Com. LL.B. Dip.IRPM,FCS

**J. B. Bhavé & Co**  
**Company Secretaries**

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

October 4, 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, India

**Sub: Voting results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015**

Dear Ms. Padve

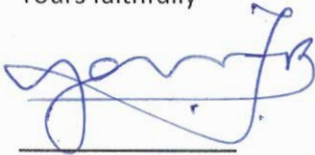
In pursuance of the Regulation 44(3) of SEBI (LODR) Regulation 2015 we hereby submit the voting results on Voting Process (including Physical Postal Ballot and Remote E-voting) which concluded on Thursday October 3, 2019 at 5 p.m.

The results of each of the resolution proposed are annexed herewith.

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

Thanking you

Yours faithfully



**Jayavant B Bhavé**

**Company Secretary in Whole-time Practice**

**FCS 4266 CP 3068**

**Scrutinizer appointed by the Board of Directors for the Voting Process  
[Including Remote E-voting and Voting by physical Postal Ballot]**

**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

October 4, 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, India

**Sub: Report of Scrutinizer on Voting Process (including Physical Postal Ballot and 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 and voting by physical postal ballots in respect of the following resolutions contained in the Notice dated August 12, 2019 which was concluded on Thursday October 3, 2019 at 5 p.m.

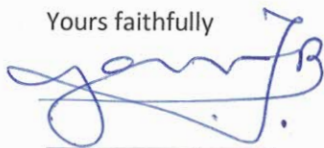
1. Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company.
2. Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary company (ies), if any, of the Company.

I now enclose my report to the Chairman of your Company on the result of the Voting Process (including remote e-voting and voting by physical postal ballots concluded on Thursday October 3, 2019 at 5 p.m.)

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

Thanking you

Yours faithfully



**Jayavant B Bhavé**

**Company Secretary in Whole-time Practice**

**FCS 4266 CP 3068**

**Scrutinizer appointed by the Board of Directors for the Voting Process  
[Including Remote E-voting and Voting by physical Postal Ballot]**



**Jayavant B. Bhavé**

B.Com. LL.B. Dip.IRPM,FCS

**J. B. Bhavé & Co**  
**Company Secretaries**

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

**Report of Scrutinizer on Postal Ballot and Remote E-Voting**

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

October 4, 2019

To

Mrs. Amita Birla

Chairman

Birlasoft Limited

(Formerly KPIT Technologies Limited)

35 & 36, Rajiv Gandhi Infotech Park,

Phase – I, MIDC, Hinjawadi,

Pune 411057, India

Dear Mrs. Birla,

**Sub: Report of Scrutinizer on Voting Process (including Physical Postal Ballot and 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**

The Board of Directors of Birlasoft Limited (Formerly KPIT Technologies Limited) ('the Company') issued the postal ballot notice dated August 12, 2019 (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 by way of Voting by electronic means ("remote e-voting") or physical postal ballots; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Page 1 of 9



I, Jayavant B. Bhavé, 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 August 12, 2019 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting and voting by physical postal ballots; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice and reproduced herein below:

**SPECIAL RESOLUTIONS**

1. Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company.
2. Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary company (ies), if any, of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 and Rules there under relating to remote e-voting or by way of physical postal ballots. 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 physical Postal Ballots and 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.



I hereby submit my report on the Special 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 August 23, 2019 were entitled to vote on the Special Resolutions in the notice.
2. The postal ballot notice along with the postal ballot form was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company had dispatched postal ballot notice along with the postal ballot forms and postage prepaid self-addressed business reply envelopes on September 3, 2019.
3. The Company has published on September 4, 2019, an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Loksatta (Marathi).
4. The votes exercised through e-voting facility from Wednesday, September 4, 2019 (9.00 a.m. IST) till Thursday, October 3, 2019 (5.00 p.m. IST) and all physical postal ballot forms received till 5:00 p.m. on Thursday, October 3, 2019; being the last date for receipt of postal ballot forms and remote e-voting; were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:00 p.m. on Thursday, October 3, 2019 were not considered for my scrutiny.
5. After the closure of Voting period on October 3, 2019, 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 shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>). The physical postal ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and votes casted by physical postal ballots and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014; for the purpose of this report.
8. No member has voted through both the modes i.e. remote e-voting as well as physical postal ballot.





9. The results of voting are as under:-

**Summary of Votes cast through remote E-voting and physical Postal Ballot  
(As per The Companies Act, 2013)**

Sr. No	Particulars	No. of Physical Postal Ballots / No. of Members who have voted through E-voting	No. of Shares (Votes)
1.	a. Total votes cast through E-voting	555	202778558
	b. Less: Invalid votes	0	0
	<b>Net valid votes cast through E-voting [(1) = 1.a – 1.b]</b>	<b>555</b>	<b>202778558</b>
	Less Voted	1	12976
	Abstained	2	1873785
2.	a. Total Physical Postal Ballots received	168	75480
	b. Less: Invalid Postal Ballots	2	2020
	<b>Net valid Postal Ballots [(2) = 2.a – 2.b]</b>	<b>166</b>	<b>73460</b>
	Less Voted	0	0
	Abstained	2	650
	<b>TOTAL [ (1) + (2) ]</b>	<b>721</b>	<b>202852018</b>



**E-voting Results:**

Sr. No.	Particulars of Resolution	Type of Resolution	No. of votes in Favour	No. of votes cast Against	% of votes in Favour	% of votes cast Against	Invalid Votes
1	Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company	Special	162128660	40636372	79.96	20.04	0
2	Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary company(ies), if any, of the Company	Special	162125410	38766937	80.70	19.30	0

• **Physical Postal Ballot Results:**

Sr. No.	Particulars of Resolution	Type of Resolution	No. of votes in Favour	No. of votes cast Against	% of votes in Favour	% of votes cast Against	Invalid Votes
1	Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company	Special	62232	10978	85.00	15.00	2020
2	Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary company(ies), if any, of the Company	Special	60212	12848	82.41	17.59	2020



• **Consolidated Results:**

Sr. No.	Particulars of Resolution	Type of Resolution	No. of votes in Favour	No. of votes cast Against	% of votes in Favour	% of votes cast Against	Invalid Votes
1	Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company	Special	162190892	40647350	79.96	20.04	2020
2	Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary company (ies), if any, of the Company	Special	162185622	38779785	80.70	19.30	2020



10. Total number of votes cast in favour and/or against the Special Resolutions (As per Regulation 44 of SEBI LODR Regulations)

**Resolution No. 1**

Name of the Company		Birlasoft Limited (Formerly KPIT Technologies Limited)						
Date of Postal Ballot		August 12, 2019 (Voting start date: September 4, 2019 (9.00 a.m. IST) till October 3, 2019 (5.00 p.m. IST))						
Total number of shareholders on record date		58,211 (Cut-off date- August 23, 2019)						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public		Not Applicable						
Resolution No.1		Approval for Birlasoft Share Incentive Plan-2019 for the employees of the Company						
Resolution Required :		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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	112945785	112945785	100.0000	112945785	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		112945785	100.0000	112945785	0	100.0000	0.0000
Public Institutions	E-Voting	101700523	59729108	58.7304	19135749	40593359	32.0376	67.9624
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		59729108	58.7304	19135749	40593359	32.0376	67.9624
Public Non Institutions	E-Voting	61823140	30090139	48.6713	30047126	43013	99.8571	0.1429
	Postal Ballot		73210	0.1184	62232	10978	85.0048	14.9952
	Total		30163349	48.7897	30109358	53991	99.8210	0.1790
Total		276469448	202838242	73.3673	162190892	40647350	79.9607	20.0393



Resolution No. 2

Name of the Company		Birlasoft Limited (Formerly KPIT Technologies Limited)						
Date of Postal Ballot		August 12, 2019 (Voting start date: September 4, 2019 (9.00 a.m. IST) till October 3, 2019 (5.00 p.m. IST))						
Total number of shareholders on record date		58,211 (Cut-off date- August 23, 2019)						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public		Not Applicable						
Resolution No.2		Approval for extension of the Birlasoft Share Incentive Plan-2019 to the employees of the subsidiary Company(ies), if any, of the Company						
Resolution Required :		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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	112945785	112945785	100.0000	112945785	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		112945785	100.0000	112945785	0	100.0000	0.0000
Public Institutions	E-Voting	101700523	57855873	56.8885	19135749	38720124	33.0749	66.9251
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		57855873	56.8885	19135749	38720124	33.0749	66.9251
Public Non Institutions	E-Voting	61823140	30090689	48.6722	30043876	46813	99.8444	0.1556
	Postal Ballot		73060	0.1182	60212	12848	82.4145	17.5855
	Total		30163749	48.7904	30104088	59661	99.8022	0.1978
Total		276469448	200965407	72.6899	162185622	38779785	80.7033	19.2967



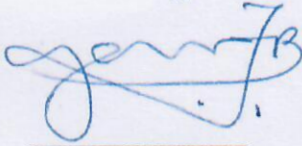
11. All registers, relevant records and other incidental papers, ballot papers, particulars of shareholders such as name, folio number or DP ID/Client ID, number of shares dissented, number of shares rejected and other papers related to e-voting and physical postal ballot papers which are in my safe custody have been handed over to the Company Secretary of the Company for safe keeping.

**Result**

Based on the above results, all the Special Resolutions from Sr. No. 1 and 2 mentioned herein above proposed to Members of Birlasoft Limited (Formerly KPIT Technologies Limited) stand passed with requisite 3/4<sup>th</sup> majority.

The Chairman may accordingly declare the result of voting through remote e-voting facility and voting by Physical Postal Ballot in respect of Special resolutions mentioned in the Postal Ballot Notice.


Thanking You,  
Yours faithfully,



**Jayavant B Bhavé**  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
UDIN: F004266A000028532  
Scrutinizer appointed for the Voting Process  
[Including Remote E-voting and Voting by physical Postal Ballot]



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




**Sneha Padve**  
Company Secretary

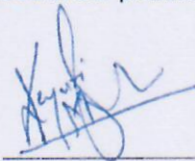


Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 6:18 p.m. on Thursday, October 3, 2019.



**Ruchi Bhavé**



**Keyuri Meghani**