

August 4, 2022

**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:** - Voting results of the 31<sup>st</sup> Annual General Meeting of Birlasoft Limited

Dear Sir/Madam,

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, please find enclosed herewith the following:

1. Voting results as required under Regulation 44 of the Regulations; and
2. Report of Scrutinizer dated August 4, 2022, pursuant to Section 108 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

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

**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](mailto:contactus@birlasoft.com) | [www.birlasoft.com](http://www.birlasoft.com)

CIN: L72200PN1990PLC059594

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### General information about company

Scrip code	532400
NSE Symbol	BSOFT
MSEI Symbol	NOTLISTED
ISIN	INE836A01035
Name of the company	Birlasoft Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	03-08-2022
Start time of the meeting	04:00 PM
End time of the meeting	05:00 PM

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### Scrutinizer Details

Name of the Scrutinizer	Jayavant B. Bhavé
Firms Name	J. B. Bhavé & Co. Company Secretaries
Qualification	CS
Membership Number	FCS 4266
Date of Board Meeting in which appointed	23-05-2022
Date of Issuance of Report to the company	04-08-2022

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Voting results	
Record date	27-07-2022
Total number of shareholders on record date	374652
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	2
b) Public	80
<b>No. of resolution passed in the meeting</b>	<b>8</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited Financial Statements – standalone				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public-Institutions	E-Voting	98770468	83364958	84.4027	83364958	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83364958	84.4027	83364958	0	100.0000
Public- Non Institutions	E-Voting	68329169	4039085	5.9112	4036624	2461	99.9391	0.0609
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4039085	5.9112	4036624	2461	99.9391
<b>Total</b>		280005422	200309828	71.5378	200307367	2461	99.9988	0.0012
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 3,22,250 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.
- 211,930 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.



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited Financial Statements – Consolidated				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public-Institutions	E-Voting	98770468	83364958	84.4027	83364958	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83364958	84.4027	83364958	0	100.0000
Public- Non Institutions	E-Voting	68329169	4037858	5.9094	4035112	2746	99.9320	0.0680
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4037858	5.9094	4035112	2746	99.9320
<b>Total</b>		280005422	200308601	71.5374	200305855	2746	99.9986	0.0014
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 3,22,250 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.
- 211,930 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.
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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation of interim dividend and declaration of final dividend				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public- Institutions	E-Voting	98770468	83607049	84.6478	83607049	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83607049	84.6478	83607049	0	100.0000
Public- Non Institutions	E-Voting	68329169	4037827	5.9094	4035701	2126	99.9473	0.0527
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4037827	5.9094	4035701	2126	99.9473
<b>Total</b>		280005422	200550661	71.6238	200548535	2126	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 3,22,250 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.
- 211,930 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.



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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dharmander Kapoor as a Director liable to retire by rotation				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public-Institutions	E-Voting	98770468	83607049	84.6478	82642587	964462	98.8464	1.1536
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83607049	84.6478	82642587	964462	98.8464
Public- Non Institutions	E-Voting	68329169	4036571	5.9075	4025580	10991	99.7277	0.2723
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4036571	5.9075	4025580	10991	99.7277
<b>Total</b>		280005422	200549405	71.6234	199573952	975453	99.5136	0.4864
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 1,22,250 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.
- 211,930 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.





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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer & Managing Director of the Company				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public-Institutions	E-Voting	98770468	83607049	84.6478	81486808	2120241	97.4640	2.5360
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83607049	84.6478	81486808	2120241	97.4640
Public- Non Institutions	E-Voting	68329169	4037120	5.9083	4014608	22512	99.4424	0.5576
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4037120	5.9083	4014608	22512	99.4424
<b>Total</b>		280005422	200549954	71.6236	198407201	2142753	98.9316	1.0684
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 3,22,250 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.
- 211,930 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.
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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				increase in the managerial remuneration limit payable to Dhanrajender Kapoor as CEO & Managing Director, in excess of 5% of the net profits of the Company and therefore, to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public-Institutions	E-Voting	98770468	83607049	84.6478	66364360	17242689	79.3765	20.6235
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83607049	84.6478	66364360	17242689	79.3765
Public- Non Institutions	E-Voting	68329169	4036181	5.9070	3971874	64307	98.4067	1.5933
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4036181	5.9070	3971874	64307	98.4067
<b>Total</b>		280005422	200549015	71.6233	183242019	17306996	91.3702	8.6298
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 3,22,250 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.
- 211,930 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.
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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Birlasoft Share Incentive Plan-2022 for the employees of the Company				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public-Institutions	E-Voting	98770468	83607049	84.6478	39274345	44332704	46.9749	53.0251
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83607049	84.6478	39274345	44332704	46.9749
Public- Non Institutions	E-Voting	68329169	4036684	5.9077	3999696	36988	99.0837	0.9163
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4036684	5.9077	3999696	36988	99.0837
<b>Total</b>		280005422	200549518	71.6234	156179826	44369692	77.8759	22.1241
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 3,22,250 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.
- 211,930 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.
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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Extension of the Birlasoft Share Incentive Plan-2022 to the employees of the subsidiary company(ies) of the Company				
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		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		112905785	112905785	100.0000	112905785	0	100.0000
Public-Institutions	E-Voting	98770468	83607049	84.6478	39274345	44332704	46.9749	53.0251
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		98770468	83607049	84.6478	39274345	44332704	46.9749
Public- Non Institutions	E-Voting	68329169	4036644	5.9076	3982369	54275	98.6554	1.3446
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		68329169	4036644	5.9076	3982369	54275	98.6554
<b>Total</b>		280005422	200549478	71.6234	156162499	44386979	77.8673	22.1327
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

Notes:

Total no. of shares held include:

- 3,22,250 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.
- 211,930 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 Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

August 4, 2022

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

**Sub: Report of Scrutinizer on remote e-voting and e-voting conducted at the 31<sup>st</sup> Annual General Meeting (AGM) held through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.**

Dear Ms. Sneha Padve

I refer to my appointment as Scrutinizer to scrutinize the voting process (including remote e-voting and e-voting at the AGM) in respect of the following resolutions contained in the Notice of 31<sup>st</sup> Annual General Meeting of your company held on Wednesday, August 03, 2022 at 04:00 p.m. (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility:

**A. Ordinary Business**

1. Adoption of audited Financial Statements – standalone
2. Adoption of audited Financial Statements – consolidated
3. Confirmation of interim dividend and declaration of final dividend
4. Re-appointment of Dharmander Kapoor as a Director liable to retire by rotation

**B. Special Business**

5. Re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer & Managing Director of the Company
6. Increase in the managerial remuneration limit payable to Dharmander Kapoor as CEO & Managing Director, in excess of 5% of the net profits of the Company and therefore, to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & Managing Director.
7. Approval for Birlasoft Share Incentive Plan-2022 for the employees of the Company
8. Extension of the Birlasoft Share Incentive Plan-2022 to the employees of the subsidiary company(ies) of the Company.



I now enclose the following:

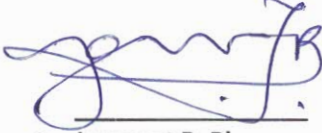
- a. My report to the Chairman of the Company on the result of the remote e-voting and e-voting at the AGM; and
- b. The register showing the particulars of the e-votes registered on the National Securities Depository Limited (NSDL) (for remote e-voting and e-voting at the AGM) and the consolidated results of voting.

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

Thanking you.

Yours faithfully

For J B Bhavé & Co.



Jayavant B. Bhavé

Company Secretary in Whole-time Practice

FCS 4266 CP 3068

Scrutinizer appointed by the Board of Directors to conduct the Voting process for AGM of the Company.

Place: Pune



**Consolidated Report of Scrutinizer on e-voting process**

**[Remote e-voting and e-voting conducted at the 31<sup>st</sup> Annual General Meeting (AGM) held through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.]**

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014; further read with General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) and other circulars issued from time to time (hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Companies Act, 2013 {"the Act"} and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"the SEBI (LODR) Regulations, 2015"}.]

August 4, 2022

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

**Sub: Consolidated Report of Scrutinizer on e-voting process [Remote e-voting and e-voting conducted at the 31<sup>st</sup> AGM held through VC/OAVM facility, conducted pursuant to the provisions of Section 108 of the Act read with Companies (Management and Administration) Rules, 2014 further read with the MCA Circulars and the SEBI Circulars and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015.**

Dear Madam,

The Board of Directors of Birlasoft Limited ("the Company") have vide resolution passed on May 23, 2022, 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 31<sup>st</sup> AGM held on August 3, 2022 through VC/OAVM facility, by way of remote e-voting and e-voting conducted at the AGM.

The MCA & the SEBI vide its general circulars has allowed companies to convene AGM through VC/OAVM facility. Voting by means of a poll at the AGM by filling physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during remote e-voting period but have attended the AGM, are allowed to cast their vote by e-voting conducted at the AGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.



I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership Number: 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 23, 2022 as required under Section 108 of the Act, and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 31<sup>st</sup> AGM of the Company held on August 3, 2022 through VC/OAVM facility and reproduced herein below:

**A. Ordinary Business**

1. Adoption of audited Financial Statements – standalone– Ordinary Resolution
2. Adoption of audited Financial Statements – consolidated– Ordinary Resolution
3. Confirmation of interim dividend and declaration of final dividend– Ordinary Resolution
4. Re-appointment of Dharmander Kapoor as a Director liable to retire by rotation– Ordinary Resolution

**B. Special Business**

5. Re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer & Managing Director of the Company– Ordinary Resolution
6. Increase in the managerial remuneration limit payable to Dharmander Kapoor as CEO & Managing Director, in excess of 5% of the net profits of the Company and therefore, to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & Managing Director– Special Resolution
7. Approval for Birlasoft Share Incentive Plan-2022 for the employees of the Company– Special Resolution
8. Extension of the Birlasoft Share Incentive Plan-2022 to the employees of the subsidiary company (ies) of the Company– Special Resolution

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to remote e-voting and e-voting at the AGM. 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 Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid votes" for the above resolutions, based on the reports generated from the e-voting system provided by the NSDL, the authorized agency to provide remote e-voting and e-voting at the AGM facilities and engaged by the company for that purpose.

The Notice of AGM dated May 23, 2022 convening the 31<sup>st</sup> AGM of the Company to be held through VC/OAVM facility, on Wednesday, August 3, 2022 at 4.00 p.m. (IST), was sent through electronic mode to the members of the Company on Saturday, July 9, 2022; and the members of the Company holding shares as on the Cut-off Date i.e., Wednesday, July 27, 2022 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of 31<sup>st</sup> AGM.

In this regard, I submit my report as under:

1. The remote e-voting period commenced from Friday, July 29, 2022 (09:00 a.m. IST) and ended on Tuesday, August 2, 2022 (05:00 p.m. IST).
2. After the conclusion of AGM on August 3, 2022, I have downloaded, scrutinized and counted the votes cast through remote e-voting and e-voting at the AGM, for the purpose of this report.





3. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in the employment of the Company from the e-voting website of NSDL (<https://eservices.nsdl.com>).
4. The consolidated results of the e-voting process are as follows:

**Resolution No. 1- Adoption of audited Financial Statements – standalone**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1570	200307367	99.9988

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
20	2461	0.0012

**Invalid votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 2- Adoption of audited Financial Statements – consolidated**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1559	200305855	99.9986

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
25	2746	0.0014

**Invalid votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



**Resolution No. 3- Confirmation of interim dividend and declaration of final dividend**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1560	200548535	99.9989

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
29	2126	0.0011

**Invalid votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 4- Re-appointment of Dharmander Kapoor as a Director liable to retire by rotation**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1496	199573952	99.5136

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
83	975453	0.4864

**Invalid votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



**Resolution No. 5- Re-appointment of Dharmander Kapoor (DIN: 08443715) as Chief Executive Officer & Managing Director of the Company**

Voted in favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1496	198407201	98.9316

Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
88	2142753	1.0684

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 6- Increase in the managerial remuneration limit payable to Dharmander Kapoor as CEO & Managing Director, in excess of 5% of the net profits of the Company and therefore, to increase the overall maximum managerial remuneration limit from 11% to 18% of the net profits of the Company in any financial year(s) during his tenure as CEO & Managing Director**

Voted in favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1301	183242019	91.3702

Voted against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
283	17306996	8.6298

Invalid votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



**Resolution No. 7- Approval for Birlasoft Share Incentive Plan-2022 for the employees of the Company**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1365	156179826	77.8759

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
220	44369692	22.1241

**Invalid votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution No. 8- Extension of the Birlasoft Share Incentive Plan-2022 to the employees of the subsidiary company(ies) of the Company**

**Voted in favour of the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1341	156162499	77.8673

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
243	44386979	22.1327

**Invalid votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0





5. The Register, all other papers and relevant records relating to e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the 31<sup>st</sup> AGM and the same will be handed over to the Company Secretary thereafter.

**Result:**

All the resolutions put to vote have secured requisite majority of votes as under-

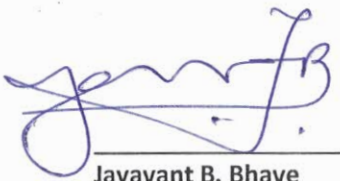
- a. Resolution numbers 1 to 5 have been passed as **Ordinary Resolutions**  
b. Resolution numbers 6 to 8 have been passed as **Special Resolutions**

The Chairman or any other person of the Company duly authorized by the Chairman may accordingly declare the result of voting.

Thanking You.


Yours faithfully,

For J B Bhavé & Co.



Jayavant B. Bhavé  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
Scrutinizer appointed for the voting process

For Birlasoft Limited



Sneha Padve  
Company Secretary & Compliance Officer  
Membership Number: A9678

UDIN: F004266D000741607

PR No: 1238/2021

Date: August 4, 2022

Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 5.11 P.M. on Wednesday, August 3, 2022.



Bhagyesh Theurkar  
Witness



Ruchita Deshpande  
Witness