

KPIT

KPIT TECHNOLOGIES LIMITED

(KPIT Technologies Limited was formerly known as KPIT Engineering Limited and is known by its present name i.e KPIT Technologies Limited with effect from March 13, 2019 pursuant to receipt of approval from the Registrar of Companies, Maharashtra at Pune. Further, the erstwhile KPIT Technologies is presently known as Birlasoft India Limited)

Our Company, KPIT Technologies Limited, was originally incorporated as KPIT Engineering Limited as a public limited company under the Companies Act, 2013 at Pune, Maharashtra, India, pursuant to a certificate of incorporation dated January 8, 2018 issued by the Registrar of Companies, Maharashtra at Pune ("RoC"). Thereafter, the name of our Company was changed to "KPIT Technologies Limited" pursuant to a fresh certificate of incorporation dated March 13, 2019, granted to it by the RoC.

Registered and Corporate Office: Plot -17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase - III, Maan, Taluka-Mulshi, Hinjawadi, Pune-411057. Contact Person: Nida Deshpande, Company Secretary and Compliance Officer; Tel: +91 20 6770 6000
E-mail: kpitlisting@kpit.com; Website: www.kpit.com; (Corporate Identification Number: U74999PN2018PLC174192)

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERS OF KPIT TECHNOLOGIES LIMITED (THE "COMPANY").

STATUTORY ADVERTISEMENT ("ADVERTISEMENT") ISSUED IN COMPLIANCE WITH CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IN RELATION TO SCHEMES OF ARRANGEMENT BY LISTED ENTITIES AND RELAXATION UNDER SUB-RULE (7) OF RULE 19 OF THE SECURITIES CONTRACTS (REGULATIONS) RULES, 1957, AS AMENDED (THE "SCRR"), PURSUANT TO THE COMPOSITE SCHEME OF ARRANGEMENT UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AMONGST KPIT TECHNOLOGIES LIMITED (PRESENTLY KNOWN AS BIRLASOFT LIMITED), BIRLASOFT (INDIA) LIMITED AND OUR COMPANY (PRESENTLY KNOWN AS KPIT TECHNOLOGIES LIMITED WITH EFFECT FROM MARCH 13 2019), AND THEIR RESPECTIVE SHAREHOLDERS, SANCTIONED BY THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ON NOVEMBER 29, 2018 (THE "SCHEME OF ARRANGEMENT") AND THE GRANT OF PERMISSION BY SEBI FOR THE RELAXATION OF THE STIPULATIONS UNDER RULE 19(2)(B) OF THE SCRR.

1. NAME AND ADDRESS OF REGISTERED OFFICE OF THE COMPANY

KPIT Technologies Limited, whose registered and corporate office is situated at Plot -17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase - III, Maan, Taluka-Mulshi, Hinjawadi, Pune-411 057, Maharashtra, India.

2. DETAILS OF CHANGE IN NAME OR OBJECT CLAUSE

The name clause of our Memorandum of Association ("MOA") was changed to reflect the changed name of our Company, i.e KPIT Technologies Limited, with effect from March 13, 2019. Further, there has been no change in the objects clause of our MOA subsequent to December 24, 2018.

3. SHARE CAPITAL

A. Equity Share Capital of our Company prior to Scheme of Arrangement

Particulars	Amount (Rs.)
Authorized capital	
2,50,00,000 Equity Shares of Rs. 10 each	25,00,00,000
Issued, subscribed and paid-up share capital	
100,000 Equity Shares of Rs. 10 each fully paid up	10,00,000

B. Equity Share Capital of our Company post Scheme of Arrangement

Particulars	Amount (Rs.)
Authorized Capital	
30,00,00,000 Equity Shares of Rs. 10 each	3,00,00,00,000
Issued, Subscribed And Paid-Up Share Capital	
27,41,43,808 Equity Shares of Rs. 10 each fully paid up*	2,74,14,38,080

* The post scheme capital structure is as of date.

4. FORMAT OF HOLDING OF SPECIFIED SECURITIES

- Name of Listed Entity: KPIT TECHNOLOGIES LIMITED
- Scrip Code/Name of Scrip/Class of Security:
- Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
 - if under 31(1)(b) then indicate the report for quarter ending
 - if under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	YES*	NO*
a Whether the Listed Entity has issued any partly paid up shares		✓
b Whether the Listed Entity has issued any Convertible Securities or Warrants?		✓
c Whether the Listed Entity has any shares against which depository receipts are issued?		✓
d Whether the Listed Entity has any shares in locked-in?		✓
e Whether any shares held by promoters are pledge or otherwise encumbered?	✓	

*If the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

The tabular format for disclosure of holding of specified securities is as follows:

4. SHAREHOLDING PATTERN OF OUR COMPANY

Table I - Summary Statement holding of specified securities

Category	Category of the shareholders	No. of Shareholders	No of fully paid up equity shares held	No of partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV+V+VI)	Shareholding as a % of total no of shares (as a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a % of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								Number of Voting Rights					Total as a % of (A+B+C)	No.	As a % of total Shares held	No.		As a % of total Shares held
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)	(XIV)		
(A)	Promoter & Promoter Group	14	114,038,596	0	0	114,038,596	41.60	114,038,596	0	114,038,596	41.60	0	0.00	0	0.00	12,089,000	10.60	114,038,596
(B)	Public	57,931	154,463,839	0	0	154,463,839	56.34	154,463,839	0	154,463,839	56.34	0	0.00	0	0.00	NA	NA	153,545,247
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(C2)	Shares held by Employees Trusts	1	5,641,373	0	0	5,641,373	2.06	5,641,373	0	5,641,373	2.06	0	0.00	0	0.00	NA	NA	5,641,373
	Total:	57,946	274,143,808	0	0	274,143,808	100.00	274,143,808	0	274,143,808	100.00	0	0.00	0	0.00	12,089,000	4.41	273,225,216

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholders	PAN	No. of Shareholders	No of fully paid up equity shares held	No of partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV+V+VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) as a % of (VII) = (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a % of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									Number of Voting Rights					Total as a % of (A+B+C)	No.	As a % of total Shares held	No.		As a % of total Shares held
									Class X	Class Y	Total								
(1)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)	(XIV)			
(a)	Indian																		
	Individuals/Hindu undivided Family		8	7,599,630	0	0	7,599,630	2.77	7,599,630	0	7,599,630	2.77	0	0.00	0	0.00	0	0.00	7,599,630
	KISHOR PARSHURAM PATIL	AARPP7513Q	1	2,989,080	0	0	2,989,080	1.09	2,989,080	0	2,989,080	1.09	0	0.00	0	0.00	0	0.00	2,989,080
	ANUPAMA K PATIL	ABFPP6911M	1	122,330	0	0	122,330	0.04	122,330	0	122,330	0.04	0	0.00	0	0.00	0	0.00	122,330
	NIRMALA SHASHISHEKHAR PANDIT	ABGPP3840E	1	239,000	0	0	239,000	0.09	239,000	0	239,000	0.09	0	0.00	0	0.00	0	0.00	239,000
	AJAY SHRIDHAR BHAGWAT	ACRPB8150F	1	2,636,800	0	0	2,636,800	0.96	2,636,800	0	2,636,800	0.96	0	0.00	0	0.00	0	0.00	2,636,800
	ASHWINI AJAY BHAGWAT	ADMPPB7781Q	1	43,300	0	0	43,300	0.02	43,300	0	43,300	0.02	0	0.00	0	0.00	0	0.00	43,300
	SHASHISHEKHAR BALKRISHNA PANDIT	AEEPP9019E	1	430,500	0	0	430,500	0.16	430,500	0	430,500	0.16	0	0.00	0	0.00	0	0.00	430,500
	SHRIKRISHNA MANOHAR PATWARDHAN	AJAPP9485B	1	1,100,000	0	0	1,100,000	0.40	1,100,000	0	1,100,000	0.40	0	0.00	0	0.00	0	0.00	1,100,000
	PANDIT CHINMAY SHASHISHEKHAR	AJDPP4689C	1	38,620	0	0	38,620	0.01	38,620	0	38,620	0.01	0	0.00	0	0.00	0	0.00	38,620
(b)	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0.00	0	
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0.00	0	
(d)	Any Other		4	105,558,166	0	0	105,558,166	38.50	105,558,166	0	105,558,166	38.50	0	0.00	12,089,000	11.45	105,558,166		
	K AND P MANAGEMENT SERVICES PVT LTD	AAACK7493E	1	300,910	0	0	300,910	0.11	300,910	0	300,910	0.11	0	0.00	0	0.00	0	0.00	300,910
	NATIONAL ENGINEERING INDUSTRIES LIMITED	AAACN9969L	1	72,956,796	0	0	72,956,796	26.61	72,956,796	0	72,956,796	26.61	0	0.00	0	0.00	0	0.00	72,956,796
	CENTRAL INDIA INDUSTRIES LTD	AABCC2194H	1	5,169,511	0	0	5,169,511	1.89	5,169,511	0	5,169,511	1.89	0	0.00	0	0.00	0	0.00	5,169,511
	PROFICIENT FINSTOCK LLP	AANFP2671B	1	27,130,949	0	0	27,130,949	9.90	27,130,949	0	27,130,949	9.90	0	0.00	12,089,000	44.56	27,130,949		
	Sub-Total (A)(1)		12	113,157,796	0	0	113,157,796	41.28	113,157,796	0	113,157,796	41.28	0	0.00	12,089,000	10.68	113,157,796		
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		2	880,800	0	0	880,800	0.32	880,800	0	880,800	0.32	0	0.00	0	0.00	0	0.00	880,800
	SACHIN DATTATRAYA TIKEKAR	AAKPT7201J	1	840,800	0	0	840,800	0.31	840,800	0	840,800	0.31	0	0.00	0	0.00	0	0.00	840,800
	HEMLATA A SHENDE	BBYPS6377N	1	40,000	0	0	40,000	0.01	40,000	0	40,000	0.01	0	0.00	0	0.00	0	0.00	40,000
(b)	Government		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0.00	0	
(c)	Institutions		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0.00	0	
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0.00	0	
(e)	Any Other		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0.00	0	
	Sub-Total (A)(2)		2	880,800	0	0	880,800	0.32	880,800	0	880,800	0.32	0	0.00	0	0.00	0	0.00	880,800
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		14	114,038,596	0	0	114,038,596	41.60	114,038,596	0	114,038,596	41.60	0	0.00	12,089,000	10.60	114,038,596		

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholders	PAN	No. of Shareholders	No of fully paid up equity shares held	No of partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a % of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									Number of Voting Rights					Total as a % of (A+B+C)	No.	As a % of total Shares held	No.		As a % of total Shares held
									Class X	Class Y	Total								
(1)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)	(XIV)			
(a)	Institutions																		
	Mutual Funds		5	5,757,458	0	0	5,757,458	2.10	5,757,458	0	5,757,458	2.10	0	0.00	NA	NA	5,757,458		
	IDFC CORE EQUITY FUND	AAETS9556K	1	5,065,651	0	0	5,065,651	1.85	5,065,651	0	5,065,651	1.85	0	0.00	NA	NA	5,065,651		
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	NA	NA	0	
(c)	Alternate Investment Funds		2	666,964	0	0	666,964	0.24	666,964	0	666,964	0.24	0	0.00	NA	NA	666,964		
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	NA	NA	0	
(e)	Foreign Portfolio Investors		214	91,026,275	0	0	91,026,275	33.20	91,026,275	0	91,026,275	33.20	0	0.00	NA	NA	91,026,275		
	NEW HORIZON OPPORTUNITIES MASTER FUND	AAECN7708F	1	4,999,000	0	0	4,999,000	1.82	4,999,000	0	4,999,000	1.82	0	0.00	NA	NA	4,999		