

## Annexure 4

### A. Summary of status of ESOPs Granted

The position of the existing scheme is summarized as under -

#### I. Details of the ESOP/ESOS/ESPS

Sr. No.	Particulars	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
1	Date of Shareholder's Approval	August 29, 2018	July 23, 2019	July 23, 2019
2	Total Number of Options approved	1,807,450	3,793,923	40,000
3	Vesting Requirements	Pursuant to the Scheme of Arrangement and the Applicable Law, Company has taken into account the Vesting Period completed under the KPIT ESOPs prior to the Grant of Options to the Employee under the ESOP 2019.	The Options would vest not earlier than statutory minimum Vesting Period of 1 (One) year and up to the maximum period of 4 (Four) years from the date of Grant of Options or such period as may be decided by the Committee at the time of each Grant of Options.	Not Applicable to the scheme as there are no Options are granted or vested under the Scheme.
4	The Pricing Formula	The Exercise Price per Option shall be determined by the Committee which shall not be lesser than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the letter of Grant at the time of Grant.	Exercise price will be the Market Price of the Company, subject to the condition that the Exercise Price will not be less than the face value of the share (Rs. 10/-) under any circumstances.	The Offer Price per Share shall be such price being not less than the face value of a Share of the Company at the time of the Offer.
5	Maximum term of Options granted (years)	Pursuant to the Scheme of Arrangement and the Applicable Law, Company has taken into account the Vesting Period completed under the KPIT ESOPs prior to the Grant of Options to the Employee under the ESOP 2019.	The Exercise Period in respect of an Option shall be subject to a maximum period of 5 (Five) years from the date of Vesting of such Option.	Not applicable to the Scheme.
6	Method of Settlement	Settlement by issue of Equity shares		Not applicable to the Scheme.

Sr. No.	Particulars	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
7	Source of shares	These schemes use shares issued by Company vide order passed on November 29, 2018 by Mumbai Bench of Hon'ble National Company Law Tribunal (NCLT) for the Composite Scheme of Arrangement amongst Birlasoft (India) Limited ("Transferor Company") and KPIT Technologies Limited ("Transferee Company") and KPIT Engineering Limited ("Company or Resulting Company") and their respective shareholders.		
8	Variation in terms of the Scheme	NIL		

## II. Option Movement during the year ended March 2020

Sr. No	Particulars	ESOP 2019 Scheme		ESOS 2019A Scheme		ESPS 2019 Scheme	
		No. of Options	Wt. Avg Exercise Price	No. of Options	Wt. Avg Exercise Price	No. of Options	Wt. Avg Exercise Price
1	Outstanding at the beginning of the year	0	NA	0	NA	0	NA
2	Adjusted for Corporate Action**	1,807,450	43.15	0	NA	0	NA
3	Granted during the year	0	NA	3,456,500	85.05	24,050	10.00
4	Forfeited / Surrendered during the year	72,495	44.96	201,500	85.05	0	NA
5	Lapsed during the year	36,200	38.12	0	NA	0	NA
6	Exercised during the year	377,300	38.45	0	NA	0	NA
7	Total number of shares arising as a result of exercise of options	377,300	38.45	0	NA	0	NA
8	Money realised by exercise of options (Rs.)	14,508,860	NA	0	NA	0	NA
9	Outstanding at the end of the year	1,321,455	44.53	3,255,000	85.05	24,050	10.00
10	Exercisable at the end of the year	1,291,455	44.24	0	NA	24,050	10.00

\*\*A total of 1,807,450 options were issued under ESOS 2019 scheme which was introduced with a view to give fair and reasonable adjustments to the respective employees of the Demerged Company (erstwhile KPIT Technologies Limited renamed as Birlasoft Limited) and the Company (KPIT Engineering Limited renamed as KPIT Technologies Limited) pursuant to Composite Scheme of Arrangement between the Demerged Company and the Company. These grants were duly intimated to stock exchanges as per SEBI (LODR) Regulations, 2015.

### III. Weighted Average Remaining Contractual Life

Range of Exercise Price	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
	Weighted Avg Contractual Life (in Years) as on 31 <sup>st</sup> March 2020		
0 to 50	2.32	NA	NA
No. of Options Outstanding	1,256,455	NIL	24,050
50 to 100	4.38	6.42	NA
No. of Options Outstanding	65,000	3,255,000	NIL
100 to 150	NA	NA	NA
No. of Options Outstanding	NIL	NIL	NIL
150 to 200	NA	NA	NA
No. of Options Outstanding	NIL	NIL	NIL

### IV. Weighted Average Fair Value of Options granted during the year ended March 2020 whose

(a) Exercise price equals market price		85.05	NIL
(b) Exercise price is greater than market price	No Options Granted during FY 2019-20**	NIL	NIL
(c) Exercise price is less than market price		NIL	0.00

V. The weighted average market price of options exercised during the year ended March 2020

	91.11	NIL	NIL
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### VI. Employee-wise details of options granted during the financial year 2019-20 to:

#### (i) Senior Managerial Personnel

Sr No.	Name of the Employee	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
		No. of Options Granted	No. of Options Granted	No. of Options Granted
1	Chandrashekhar Sonsale		15,000	
2	Anup Sable		56,000	
3	Pankaj Sathe		56,000	
4	Abhijeet Tembe		36,000	
5	Nishant Tholiya		36,000	
6	Rajeev Kulkarni		21,000	
7	Priya Bal		22,500	
8	Satish Kumar		24,000	
9	Pushpahas D Joshi	No Options Granted during FY 2019-20**	56,000	Not Applicable
10	Sumedha Nashikkar		21,000	
11	Rohan Sohoni		36,000	
12	Rajesh Janwadkar		56,000	
13	Suresh Umakanthiah		22,500	
14	Priyamvada Hardikar		21,000	
15	Mohit Kochar		22,500	
16	Manaswini Rath		36,000	
17	Sriranjana Ramanj Acharya K N		24,000	

Sr No.	Name of the Employee	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
		No. of Options Granted	No. of Options Granted	No. of Options Granted
18	Hemant Gandhi		15,000	
19	Marcus Hoetger		21,000	
20	Rajeeb Nath		56,000	
21	Rajesh Singh	No Options Granted during FY 2019-20**	22,500	Not Applicable
22	Srinivasa Rao Patnala		24,000	
23	Vinit Teredesai		56,000	
24	Suneel Pandita		21,000	

- (ii) Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year

Name of the Employee	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
	No. of Options Granted	No. of Options Granted	No. of Options Granted
	None of the employees were granted more than 5% or more of the options granted during the year**		NA

- (iii) Identified employees who were granted option, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

Name of the Employee	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
	No. of Options Granted	No. of Options Granted	No. of Options Granted
	None of the employees were granted more than 1% or more of the options granted during the year**		NA

## VII. Method and Assumptions used to estimate the fair value of options granted during the year ended March 2020

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

Variables	ESOP 2019 Scheme	ESOS 2019A Scheme	ESPS 2019 Scheme
	Weighted Avg	Weighted Avg	Weighted Avg
1. Risk Free Interest Rate (%)		6.23	NA
2. Expected Life (in years)		3.76	NA
3. Expected Volatility (%)		48.02	NA
4. Dividend Yield (%)	No Options Granted during FY 2019-20**	0.00	NA
5. Exercise Price		85.05	NA
6. Price of the underlying share in market at the time of the option grant. (₹)		85.05	NA

### Assumptions

Stock Price: Closing price on National Stock Exchange on the date of grant has been considered

Volatility: The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information

Risk-free rate of return: The risk-free interest rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero-coupon yield curve for Government Securities

Exercise Price: Exercise Price of each specific grant has been considered

Time to Maturity: Time to Maturity / Expected Life of options is the period for which the Company expects the options to be live

Expected divided yield: Expected dividend yield has been calculated as an average of dividend yields for five financial years preceding the date of the grant

#### VIII. Effect of share-based payment transactions on the entity's Profit or Loss for the period:

Sr. No.	Particulars	March 31, 2020
1	Employee Option Plan Expense	48,384,111
2	Total Liability at the end of the period	48,697,921

#### IX Details related to Trust

The details in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are :

##### Details related to Trust

##### General Information of the Scheme

Particulars	Details																				
Name of the Trust	KPIT Technologies Employees Welfare Trust																				
Details of the Trustee(s)	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>Address</th> <th>Occupation</th> <th>Nationality</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Shriharsh Ghate</td> <td>68 Shailesh Society, Ganesh Nagar, Pune - 411052</td> <td>Service</td> <td>Indian</td> </tr> <tr> <td>2</td> <td>Mr. Sudheer Tilloo</td> <td>Amit Blossom, 12<sup>th</sup> Lane, Prabhat Road, Pune - 411004</td> <td>Service</td> <td>Indian</td> </tr> <tr> <td>3</td> <td>Mr. Suhas Deshpande</td> <td>101, Bhosale Saptasur Apts, Plot N-61/62, Bhosale Nagar, Pune -411007</td> <td>Service</td> <td>Indian</td> </tr> </tbody> </table>	Sr. No.	Name	Address	Occupation	Nationality	1	Mr. Shriharsh Ghate	68 Shailesh Society, Ganesh Nagar, Pune - 411052	Service	Indian	2	Mr. Sudheer Tilloo	Amit Blossom, 12 <sup>th</sup> Lane, Prabhat Road, Pune - 411004	Service	Indian	3	Mr. Suhas Deshpande	101, Bhosale Saptasur Apts, Plot N-61/62, Bhosale Nagar, Pune -411007	Service	Indian
Sr. No.	Name	Address	Occupation	Nationality																	
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3	Mr. Suhas Deshpande	101, Bhosale Saptasur Apts, Plot N-61/62, Bhosale Nagar, Pune -411007	Service	Indian																	
Amount of loan disbursed by company / any company in the group, during the year	NIL																				
Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	NIL																				
Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL																				
Any other contribution made	NIL																				

**Brief details of transactions in shares by the Trust**

Particulars	Details	
Number of shares held at the beginning of the year	5,641,373	
<b>Number of shares acquired during the year through</b>		
primary issuance	NIL	
secondary acquisition	NIL	
percentage of paid up equity capital as at the end of the previous financial year	NIL	
Number of shares transferred to the employees / sold along with the purpose thereof	<b>Number of shares transferred to the employees / sold during the year</b>	<b>Purpose for transfer of shares to the employees / sold during the year</b>
	377,300	KPIT Technologies Employees Welfare Trust ("Trust"), is a trust formed for employee welfare activities, which includes, administration of our Company's Employee Stock Option Plan ("ESOP") Schemes. As part of its operations, the Trust is allotted shares by the Company and the Trust, in turn, transfer to the employees and sells such shares in the course of administration of the ESOP schemes. The holding of shares and the sale/ transfer of shares by the Trust, is done on behalf of the employees.
Number of shares held at the end of the year	5,264,073	

**In case of secondary acquisition of shares by the Trust :**

Particulars	Number of shares	As a percentage of paid-up equity capital at the end of the year immediately preceding the year in which shareholders' approval was obtained.
Acquired during the year	NIL	0.00
Sold during the year	NIL	0.00
Transferred to the employees during the year	NIL	0.00

For and on behalf of the Board of Directors

Pune  
May 27, 2020**S.B. (Ravi) Pandit**  
Chairman & Group CEO