

June 23, 2021

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: KPITTECH
Scrip Code: 542651

Symbol: KPITTECH
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Dear Sir/Madam,

SUB: Update under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”) in connection with the scheme of merger by absorption of Impact Automotive Solutions Limited, a wholly owned subsidiary, with KPIT Technologies Limited (“Company”) and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In continuation of our communication dated June 16, 2021 informing the receipt of approval by Mumbai Bench of the National Company Law Tribunal to the scheme of merger by absorption of Impact Automotive Solutions Limited, a wholly owned subsidiary, with KPIT Technologies Limited and their respective shareholders (“Scheme”) under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the certified copy of said order on June 15, 2021 (Appointment date is April 1, 2019), we would further like to submit that, pursuant to filing the certified true copy of order with the Registrar of Companies on June 22, 2021, the effective date of said scheme is June 22, 2021.

In this connection, please find attached amended copy of Memorandum of Association of the Company post change in share capital clause consequent to the said NCLT order.

We request you to kindly take this intimation on record.

Thanking you,

Yours faithfully,

For **KPIT Technologies Limited**



Nida Deshpande
Company Secretary & Compliance Officer

Encl: As mentioned above

MEMORANDUM OF ASSOCIATION OF
KPIT TECHNOLOGIES LIMITED

COMPANY LIMITED BY SHARES A COMPANY

INCORPORATED UNDER THE PROVISIONS OF COMPANIES ACT, 2013



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

PCNTDA Green Building, BLOCK A, 1st & 2nd Floor Near Akurdi Railway Station, Akurdi, Pune, Maharashtra,
India, 411044

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U74999PN2018PLC174192

I hereby certify that the name of the company has been changed from KPIT ENGINEERING LIMITED to KPIT TECHNOLOGIES LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name KPIT ENGINEERING LIMITED.

Given under my hand at Pune this Thirteenth day of March two thousand nineteen.



VIJAYA NAGORAO KHANDARE
Registrar of Companies
Registrar of Companies
RoC - Pune

Mailing Address as per record available in Registrar of Companies office:

KPIT TECHNOLOGIES LIMITED

Plot No.17, Rajiv Gandhi Infotech Park, MIDC-SEZ,, Phase-III, Maan, Taluka - Mulshi,
Hinjawadi, Pune., Pune, Pune, Maharashtra, India, 411057





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that KPIT ENGINEERING LIMITED is incorporated on this Eighth day of January Two thousand eighteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U74999PN2018PLC174192.

The Permanent Account Number (PAN) of the company is **AAGCK9140C** *

Given under my hand at Manesar this Eighth day of January Two thousand eighteen .

DS MINISTRY OF CORPORATE AFFAIRS 01

Digital Signature Certificate
ALOK TANDON

For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

KPIT ENGINEERING LIMITED
35 & 36, Rajiv Gandhi Infotech Park,, Phase - I, MIDC, Hinjawadi,, Pune,
Pune, Maharashtra, India, 411057



* as issued by the Income Tax Department

THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION
OF A
COMPANY LIMITED BY SHARES

KPIT TECHNOLOGIES LIMITED

1. The Name of the Company is **KPIT TECHNOLOGIES LIMITED**.

The name of the Company has been changed from KPIT Engineering Limited to KPIT Technologies Limited pursuant to approval received for Composite Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 from Hon'ble National Company Law Tribunal, Mumbai Bench vide Order dated November 29, 2018.

2. The Registered office of the company will be situated in the state of Maharashtra-MH.

3. (a) The objects to be pursued by the company on its incorporation are:-

To manufacture, establish, provide, assemble, integrate, undertake, design, research, develop, improve, process, make, prepare, carry, plan, maintain, service, import, export all kinds of innovative technological and engineering solutions for engineering goods, machine components, machining activities, accessories and deal in all types of engineering goods, products, machinery, equipments, instruments, spare parts, gadgets, components, perform consultancy services and solutions of electronic or mechanical engineering, application lifecycle management and usage of this data for diagnostics, maintenance and tracking of assets and related connectivity solutions including data and analytics beyond embedded or mechanical engineering and their connectivity and integration with backend IT systems and platforms, related technical and commercial consultancy services, import and export of know-how in the field of Engineering.

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-

1. To design, develop, buy, sell, supply, distribute, import, export, deal in and give consultancy services in engineering designs through the means of Computer Aided Designing (CAD) and / or Computer Aided Manufacturing (CAM), electronic design automation, software development and services.
2. To act as import-export house, importers, exporters, buyers, sellers, agents, stockiest, traders, dealers, distributors, manufacturers' representatives, international traders of various engineering, electronic, electrical, technological, commercial, consumables products and to deal in the import and export of technologies associated therewith.
3. To carry on the activity of dealers, sellers and distributors or patentees of all types of electrical motors, switch gears, instruments, gadgets, conductors, insulators, and accessories.
4. To nominate directors or managers on any subsidiary company or on any other company in which this company is or may be interested.

5. To acquire and undertake the whole or any part of the activity, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the activity which this company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company.
6. To sublet contract from time to time upon such terms and conditions as may be thought expedient.
7. To train or apply for training, in India or abroad, employees or directors of the company in the interest of and for the furtherance of the company's activity.
8. To enter into agreements and contracts with Indian and foreign individuals, companies, or other organisations for technical or any other assistance, for carrying out the objects of the company.
9. To establish and maintain any agencies in India or abroad for the conduct of the business of the Company or for the sale of any materials for the time being at the disposal of the Company for sale.
10. To undertake research and development in the activities carried on by the Company and for that purpose own, establish, manage, run, assist, subsidize research laboratories, research stations, research and development establishments and other necessary research facilities.
11. To buy, take on lease or license and acquire lands and to acquire or to construct buildings, houses and to maintain, alter, build, renovate the buildings and other structures belonging to the company and to demolish, re-erect and/or alter or otherwise deal with the lands and buildings of the company.
12. To establish branches and appoint agents in India and abroad, for or in connection with all or any of the objects of the company.
13. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of and/or deal with all or any part or parts of property and rights of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
14. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concessions or co-operation with any person or firm or company carrying on or engaged in or about to carry on or engaged in activity or transactions which this Company is authorised to carry on and to take or acquire and hold shares or stock in the securities of and to subsidise or assist any similar company, and to sell, hold, reissue with or without guarantee, or otherwise deal with such shares or securities.
15. To establish, promote, subsidise, and or otherwise assist any Company or companies having similar objects association or other concern for the purpose of setting up any industry or running any industrial undertaking, acquiring any property for furthering any of the objects of the company.
16. To promote or concur in promoting any other company for the purpose of acquiring all or any of the properties and liabilities of this company or for any other purpose or the interest of the members.

17. To draw, make, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
18. To establish an agency or any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and sharing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch and to appoint directors or managers of any subsidiary company or of any other company in which this company is or may be interested and to take part in the management, supervision and controls of the business operations of any company or undertaking and for the purpose mentioned herein to appoint and remunerate any directors, trustees, accountants or other experts or agents.
19. To remunerate any person or company for services rendered or to be rendered in placing and assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business.
20. To subscribe or guarantee or loan or donate money for any national, charitable benevolent, public object.
21. To open an account or accounts with any bank or banks and to pay into and to withdraw money from such account or accounts whether they be in credit or otherwise.
22. To pay all costs and expenses of, and incidental to the formation, promotion, registration and establishment of the company and issue of its capital and charges in connection therewith including costs, charges of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
23. To undertake and execute any trust, with the permission of the appropriate authority, the undertaking of which may seem to the Company desirable and either gratuitously.
24. To remunerate the directors, officials and employees of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company may think proper and to formulate and carry into effect in a scheme for sharing the profits of the Company with employees of the Company or any of them to grant pensions or gratuities to employees or ex-employees or the relatives, connections or dependents of any such person or persons having dealings with the company and to establish or support associations, institutions, clubs, funds and trusts calculated to benefit any such person or persons having dealings with the company or to advance the interests of the company or of its members.
25. To act as principals, agents, contractors, trustee or otherwise and by or through trustees, agents or along or in conjunction with others.
26. To obtain, raise loans, guarantees, undertakings, commitments, letters of credit, export packing credit, other financial arrangements, and facilities in any currency from financial institutions, banks, societies, agencies, firms, persons, bodies, trusts, consortiums, funds, Governments/ Semi-Government undertakings, bodies including international organizations, agencies in any country, multinational companies, with or without securities by creation of mortgages, charges, hypothecation, pledge, in or outside India under the prevailing laws and in force.

27. To invest any money of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
28. To purchase, take on lease or in exchange, hire or acquire any immovable or movable property, and rights or privileges which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of easements, machinery, plant and stock in trade and retain any property to be acquired for the purpose of the company's business purposes or turn the same to account as may seem expedient.
29. To sell, dispose off or transfer the business, property and undertaking of the company or any part thereof for any consideration which the company may deem fit to accept and in particular for shares, debentures, stock- bonds, or securities, of any other company having objects altogether or in part similar to those of this company, to promote any other company or companies for the purpose, of their acquiring all or any of the property, rights and liabilities of this company.
30. To create any reserve fund, investment fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company.
31. To place as reserve or to distribute as bonus shares among the members or to apply, as the company may from time to time think fit.
32. To amalgamate, merge, or enter into any scheme of arrangement with any company or companies having similar objects.
33. To distribute any of the properties or assets of the company amongst the members in or in kind subject to the provisions of the Companies Act, 2013 in the event of winding up.
34. To undertake and provide internet related or local area connectivity based services including providing content, systems, technology, information and software development services, e-advertisement related services and products, IOT, Operations Technology, remote data capture, e-metering, remote monitoring, after market services, diagnostic solutions including hardware, either directly or through agents, franchisees, by any available means, in India or abroad including value added services such as interactive television, internet, e-Mail, V-Sat, telephony, video shopping, entertainment, infotainment, tele shopping, e-Commerce, games, data transmission, computer networking, video conferencing, etc. and to establish links via satellite uplink and downlink through available reception systems, using different business models including but not limited to subscription based, data monetisation based, advertising based, usage based.
35. To act as consultants and advisors to individual bodies, corporate, associations, governments, local authorities and other relating to the administration, organisation, production, storage and marketing, sale and management of industry and business and generally to carry on the business as consultants.
36. To carry on the activity of manufacturers, dealers, sellers, and distributors or patentees of machine tools, machinery parts, automobile parts and all other engineering products.
37. To carry on the activity of selling, using, distributing, marketing and otherwise dealing in iron, steel, brass, bronze, aluminum and other metal products, machinery, tools, jigs, accessories, laboratory and electronic instruments and machinery of all kinds.

38. To carry on the activity of mechanical and electrical engineers and of producers of mechanical and electrical apparatus and appliances.
39. To run, own, establish a well-equipped research centre to carry on analytic experimental works for promoting objects of the company.
40. To act as buyers and sellers of all types and varieties of engineering components, assemblies, accessories, controls and spares for any of the above.
41. To conduct research and development for scaling up and commercialization of new technology connected with the objects of the company.
42. To borrow or raise money or secure the payment of money in such manner as may be expedient and in particular by the issue of debentures stock (perpetual or terminable) bonds mortgages, or any other securities founded or based upon all any of the property and rights of the Company including its uncalled capital or without any such security and upon such terms as to propriety or otherwise as the company shall think fit and to purchase, redeem or pay off any such securities subject to the provisions of Section 73 and 74 of the Companies Act, 2013 and RBI directives.
43. To adopt such means of making known the activities of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
44. To offer the movable and immovable property (ies) of the Company as a security to bank(s), financial institution(s) for the advances made to the Company or to other companies by such bank(s), financial institution(s) and to execute such required hypothecation, mortgage or other documentation in favour of such bank(s), financial institution(s).
45. To receive from any person or persons whether member or members, Director or Directors, employee or employees of the Company or otherwise, or from any corporate body or from any financing agency money or securities on deposit at interest or otherwise and to advance money, and in particular to customers, employees, agents and others including persons having dealings with the Company, but not to carry on the business of Banking as defined under Banking Regulations Act, 1949 subject to the provisions of Section 73 and 74 of the Companies Act, 2013 and directives of Reserve bank of India and to guarantee the performance of any contract or obligation and to give any guarantee(s), including corporate guarantee(s), for payment or repayment of money of or by any company or person and generally to give guarantees and indemnities.
46. To act as agents, including buying/selling agents, sub-agents, exporters, contractors, warehousemen, forwarding agents, of any company, firm, individual association, government body public trust and to do and perform all the singular several duties, activities, services which such agents, producers, distributors, representatives, warehousemen perform and to undertake and to become agents by virtue of the conditions of any agreement or arrangements entered into for any of the purposes aforesaid.
47. To buy, sell, import, export and deal in merchandise, commodities and articles of all kinds, and generally to carry on business as merchants, importers and exporters.

48. To carry on the business of commission agents, brokers, shipping agents, manufacturer's agents or representatives, mercantile agents, secretaries, treasurers and agents or representatives of any company, firm or person and generally to carry on all kinds of manufacturing, commercial, or agency business.
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. The Authorized Share Capital of the Company is Rs. 4,50,00,00,000/- (Rupees Four Hundred Fifty Crore only) divided into 45,00,00,000 (Forty - five Crore) Equity Shares of Rs. 10/- (Rupee Ten only each) with power to increase and reduce the capital of the Company or to divide the shares in the Capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the Articles of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of the Company and the legislative provisions for the time being in force.

(Amended vide Resolution No 4 of Extra Ordinary General Meeting held on December 24, 2018.)

(Further amended vide NCLT order approving the scheme of merger by absorption of Impact Automotive Solutions Limited, wholly owned subsidiary with KPIT Technologies Limited and their respective shareholders w.e.f. June 22, 2021.)

6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:-

Subscriber Details						
S. no	Name, Address, Description and Occupation	DIN/ PAN/ Passport Number	No of shares taken		Digital Signature Certificate	Dated
1	<p>KPIT Technologies Limited</p> <p>(CIN- L72200PN1990PLC059594)</p> <p>Regd. off add - 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057.</p> <p>Through its CEO & Managing Director, Vide Board resolution dated October 31, 2017</p> <p>Kishor Parshuram Patil</p> <p>S/o Parshuram Patil</p> <p>R/o, Dwarka, Plot no. 15, Tejas co-operative Hsg. Soc., Kothrud, Pune - 411038.</p> <p>Occupation: Service</p>	AARPP7513Q	99994	Equity	Digitally signed	08/01/2018

2	<p>Shashishekhar Balkrishna Pandit</p> <p>S/o Balkrishna Ramchandra Pandit</p> <p>R/o 'Pracheeti', S-43/1, Behind Hotel Surabhi, Paud Road, Bavdhan, Pune – 411021.</p> <p>Nominee of KPIT Technologies Limited</p> <p>Occupation: Service</p> <p>Age: 67 years</p>	00075861	1	Equity	Digitally signed	08/01/2018
3	<p>Sachin Dattatraya Tikekar</p> <p>S/o Dattatraya Vishwanath Tikekar</p> <p>R/o, 150 Grant Street Ridgewood NJ, 07450 USA.</p> <p>Nominee of KPIT Technologies Limited</p> <p>Occupation: Service</p> <p>Age: 49 years</p>	02918460	1	Equity	Digitally signed	08/01/2018
4	<p>Anil Kashinath Patwardhan</p> <p>S/o Kashinath Gopal Patwardhan</p> <p>R/o Flat No A- 1/51,Dahanukar Residency,Kothrud,Pun e-411038</p>	00895429	1	Equity	Digitally signed	08/01/2018

	Nominee of KPIT Technologies Limited Occupation: Service Age: 59 years					
5	Anup Vitthal Sable S/o Vitthal Raghunath Sable R/o Bungalow 13, Kubera Bahaar Bungalow Society, Baner Pashan Link Road, Pashan, Pune - 411021. Nominee of KPIT Technologies Limited Occupation: Service Age: 48 years	00940115	1	Equity	Digitally signed	08/01/2018
6	Sunil Shrikant Phansalkar S/o Shrikant Narhar Phansalkar R/o Arya, Vishakha Soc., Plot No. - 11B, SRN 9, Karvenagar, Pune - 411052. Nominee of KPIT Technologies Limited Occupation: Service Age: 41 years	07932775	1	Equity	Digitally signed	08/01/2018
7	Chinmay Shashishekhar Pandit	07109290	1	Equity	Digitally signed	08/01/2018

	S/o Shashishekhar Balkrishna Pandit R/o 'Pracheeti', S-43/1, Behind Hotel Surabhi, Paud Road, Bavdhan, Pune – 411021. Nominee of KPIT Technologies Limited Occupation: Service Age: 38 years					
	Total shares Taken	1,00,000	Equity			
Signed Before Me						
Name	Address, Description and Occupation	DIN/PAN/ Passport Number/ Membership Number	Place	Digital Signature Certificate	Dated	
FCS Reshma Rahul Vayase W/O Rahul D. Vayase Age-41 yrs	Add: Off- Flat No.402, "Shriram Krupa", CTS No. 1281, Neel Kamal Soc., Karvenagar,Pun e-52 Occ: Company Secretary in practice (C.P.No-4388)	5754	Pune	Digitally signed	08/01/2018	
