

Date: January 15, 2019

To,
The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051.

Sub: Fixation of the Record Date in relation to issue of equity shares of KPIT Engineering Limited to the eligible shareholders of KPIT Technologies Limited, pursuant to the Composite Scheme of Arrangement amongst Birlasoft (India) Limited (“Transferor Company”), KPIT Technologies Limited (“Transferee Company/Demerged Company”), KPIT Engineering Limited (“Resulting Company”) and their respective shareholders (the “Scheme”)

Capitalised terms used here and not defined shall have their meaning ascribed as defined under the Scheme

SCHEME OF ARRANGEMENT

Rationale of the Scheme

KPIT Technologies Limited is a well-established technology company, having deep expertise in auto engineering and mobility solutions as well as a strong presence in business information technology and niche digital competency. Birlasoft (India) Limited is a business information technology solutions company with wide expertise in digital solutions in multiple industries.

Given its diversified business, it has become imperative for KPIT Technologies Limited to reorient and reorganize itself in a manner that allows imparting greater focus on each of its businesses. With this repositioning, KPIT Technologies Limited is desirous of enhancing its growth potential, operational efficiency and overall capacities.

The Scheme proposes to reorganise and segregate the business of KPIT Technologies Limited into Engineering & Business IT and thus proposes the demerger of the Engineering Business (as defined under the Scheme) from KPIT Technologies Limited to KPIT Engineering Limited.

The proposed restructuring pursuant to this Scheme is expected, *inter alia*, to result in following benefits:

- (i) Creation of 2 specialised and focussed companies which will result in greater industry focus and deep domain expertise;
- (ii) Creation of a sharp focus in terms of industry and customer base;
- (iii) Capacity to attract & retain best talent;
- (iv) Make necessary investments in building relevant technologies and solutions; and
- (v) The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the companies.



Salient Features of the Scheme:

- (i) the demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company to the Resulting Company on a going concern basis, and the consequent issue of shares by the Resulting Company in the manner set out in this Scheme, and in accordance with the provisions of Sections 230 to 232 of the Act and other applicable provisions of Applicable Law;
- (ii) the reduction and cancellation of the equity share capital of the Resulting Company in the manner set out in this Scheme, and in accordance with Sections 230 to 232, and other applicable provisions of the Act.

In relation to demerger of the Engineering Business of the Company into KPIT Engineering Limited, KPIT Engineering Limited shall issue its equity shares to shareholders of KPIT Technologies Limited in the ratio 1:1.

KPIT Engineering Limited would achieve listing and all the existing shareholders of the Company would be allotted shares in KPIT Engineering Limited in the same proportion in which they hold shares in the Company.

Subject to approval of SEBI and Stock Exchanges, post implementation, equity shares of KPIT Technologies Limited and KPIT Engineering Limited will be listed on BSE and NSE with mirror shareholding.

The appointed date for the demerger of the Engineering Business of KPIT Technologies Limited into KPIT Engineering Limited means January 1, 2019.

The effective date of the Scheme is January 15, 2019.

The quarterly results of the Company as on September 30, 2018 are attached herewith as **Exhibit A**. The Audited financials of KPIT Engineering Limited as on January 23, 2018 are attached herewith as **Exhibit B**.

The issued, paid-up and subscribed capital of KPIT Technologies Limited as on the date of this letter is INR 39,49,97,484/- divided into 19,74,98,742 equity shares of INR 2 each fully paid up.

The issued, paid-up and subscribed capital of KPIT Engineering Limited as on the date of this letter is INR 10,00,000/- divided into 1,00,000 equity shares of INR 10 each fully paid up.

Yours faithfully,
For **KPIT Technologies Limited**



Sneha Padve
Company Secretary & Compliance Officer

