

July 30, 2018

**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: KPIT**  
**Scrip Code: 532400**

**Symbol: KPIT**  
**Series: EQ**

**Kind Attn: The Manager,**  
Department of Corporate Services

**Kind Attn: The Manager,**  
Listing Department

**Subject:** - Publication of Notice of the National Company Law Tribunal ("NCLT")  
Convened Meeting of the Equity Shareholders in newspapers.

Dear Sir / Madam,

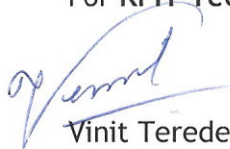
Pursuant to Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copies of newspaper advertisement giving details of NCLT convened meeting of Equity Shareholders of the Company, cut-off date, voting by postal ballot, e-voting and polling paper at the venue of the meeting, published in the newspapers on Sunday, July 29, 2018 and Monday, July 30, 2018.

Request you to take note of the same.

Thanking you,

Yours faithfully,

For KPIT Technologies Limited



Vinit Teredesai  
Chief Financial Officer



**Encl.:** - As mentioned above.

**KPIT****KPIT Technologies Limited**

CIN: L72200PN1990PLC059594

Regd. Office: 35 &amp; 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057.

Tel. No.: +91 20 6652 5000 Fax No.: +91 20 6652 5001

E-mail: connectwithus@kpit.com Website: www.kpit.com

**FORM NO. CAA. 2**

[Pursuant to Section 230 (3) of the Companies Act, 2013 and rules 6 and 7 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016]

**Company Application No. 618 of 2018****IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT AMONGST BIRLASOFT (INDIA) LIMITED AND KPIT TECHNOLOGIES LIMITED AND KPIT ENGINEERING LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

**KPIT Technologies Limited**, a company incorporated under the Companies Act, 1956 having Company Identification Number: L72200PN1990PLC059594, and having its registered office at 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune 411057, Maharashtra, India

) ...**Transferee Company / Demerged Company / Applicant Company****Notice and Advertisement of notice of the meeting of equity shareholders**

Notice is hereby given that by an Order dated 12 July 2018, the Mumbai Bench of the National Company Law Tribunal ("NCLT") has directed meeting to be held of the equity shareholders of the Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification, the proposed Composite Scheme of Arrangement proposed to be made under Sections 230 to 232 of the Companies Act, 2013 ("CA 2013"), and other applicable provisions of the CA 2013, amongst Birlasoft (India) Limited ("**Transferor Company**"), KPIT Technologies Limited ("**Transferee Company**") and KPIT Engineering Limited ("**Resulting Company**") and their respective shareholders ("**Scheme**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Applicant Company will be held at the registered office of the Applicant Company at KPIT Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - 1, MIDC, Hinjawadi, Pune 411 057, on Wednesday, the 29<sup>th</sup> day of August, 2018 at 2:00 p.m. at which time and place the said equity shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 of CA, 2013 can be obtained free of charge at the registered office of the Applicant Company. Persons entitled to attend and vote at the meeting may vote in person or by proxy provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.

The Form of Proxy, Postal Ballot Form and Attendance Slip can be obtained from the registered office of the Applicant Company or can be downloaded from its website at [www.kpit.com](http://www.kpit.com).

The NCLT has appointed Mr. S. B. (Ravi) Pandit, failing him Mr. Kishor Patil as chairman of the said meeting of the equity shareholders of the Applicant Company/Transferee Company. The abovementioned Scheme, if approved at the meeting, will be subject to the subsequent approval of the NCLT.

The NCLT has appointed Mr. Jayavant Bhavé, Proprietor, J.B. Bhavé & Co., practicing Company Secretaries (Membership Number: FCS4266, CP-3068) as the Scrutinizer of the meeting of equity shareholders of the Applicant Company.

**OTHER INSTRUCTIONS:**

Pursuant to the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; and (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders to consider and approve the Scheme. The Company has provided the facility of voting through polling paper at the venue of the meeting. Accordingly, you may cast your vote either through postal ballot or through e-voting or through polling paper at the venue of the meeting. The Applicant Company has engaged National Securities Depository Limited (NSDL) to provide remote e-voting facility.

An equity shareholder whose name appears on the Register of Members/Beneficial Owners maintained by the NSDL/CDSL as on cut-off date i.e. **Friday, 20 July 2018** will only be considered for the purpose of voting (i.e. either through Postal Ballot Form or Remote e-voting or voting at the Meeting through Polling Paper). Person(s) who are not equity shareholders as on cut-off date should treat this Notice for information purposes only.

The Notice convening the Meeting has been dispatched to all the equity shareholders whose names appear in the Register of Members/Beneficial owners as on the cut-off date.

The details prescribed by the provisions of the Companies Act, 2013 and the Rules made thereunder are given below:

- Date of completion of sending of Notice: Saturday, 28 July 2018.
- Date and time of commencement of remote e-voting and voting through Postal Ballot form: Monday, 30 July 2018 at 9.00 a.m. (IST).
- Date and time of end of remote e-voting and voting through Postal Ballot form: Tuesday, 28 August 2018 at 5.00 p.m. (IST).
- Voting through electronic means and postal ballot shall not be allowed beyond 5.00 p.m. (IST) on Tuesday, 28 August 2018. The duly completed postal ballot form should reach the Scrutinizer before 5.00 p.m. (IST). Postal ballot forms received after the said time and date will be strictly treated as if the reply from the equity shareholders has not been received.
- The facility for casting the vote through polling paper will be made available at the Meeting and the equity shareholders attending the Meeting who have not cast their vote by means of remote e-voting or through postal ballot shall be able to cast their vote at the Meeting through polling paper.
- The equity shareholders who have cast their vote by remote e-voting or through postal ballot may also attend the Meeting but shall not be entitled to cast their vote again.
- Electronic Voting Event Number (EVEN): 108792
- The Notice of Meeting is available on the website of the Company at [www.kpit.com](http://www.kpit.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- For e-voting instructions, the equity shareholders may go through the instructions in the Notice of the Meeting and in case of any queries / grievances connected thereto, the equity shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- The result of the voting shall be announced by the Chairman of the Meeting on or before 31 August 2018, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company at [www.kpit.com](http://www.kpit.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides being communicated to BSE Limited and the National Stock Exchange of India Limited on the said date.

For **KPIT Technologies Limited**

Sd/-

**S. B. (Ravi) Pandit**

Chairman appointed for the Meeting

Place : Pune

Date : 29 July 2018

**KPIT**

**केपीआयटी टेक्नॉलॉजीज लिमिटेड**

सीआयएन: एल७२२००पीएन१९९०पीएलसी०५९५९४

नोंदणीकृत कार्यालय: ३५ व ३६, राजीव गांधी इन्फोटेक पार्क, फेज - १, एमआयडीसी, हिंजवडी, पुणे - ४११०५७

दूरध्वनी क्र.: +९१ २० ६६५२ ५००० फॅक्स क्र.: +९१ २० ६६५२ ५००१

ई-मेल: connectwithus@kpit.com संकेतस्थळ: www.kpit.com

फॉर्म क्र. सीएए. २

(कंपनीज अॅक्ट, २०१३ चे सेक्शन २३० (३) आणि कंपनीज (कॉम्प्रमायजेस, अॅरेंजमेंट्स अॅण्ड अमालामेशन्स) रूल्स, २०१६ चे रूल्स ६ आणि ७ नुसार)

कंपनी अर्ज क्र. ६९८ सन २०१८

बिलासॉफ्ट (इंडिया) लिमिटेड आणि केपीआयटी टेक्नॉलॉजीज लिमिटेड आणि केपीआयटी इंजिनियरिंग लिमिटेड आणि त्यांचे संबंधित भागधारक यांच्यातील कंपोझिट स्कीम ऑफ अॅरेंजमेंट या विषयाबाबत

केपीआयटी टेक्नॉलॉजीज लिमिटेड, ही कंपनीज अॅक्ट १९५६ अनुसार स्थापन करण्यात आलेली कंपनी जिचा आयडेंटिफिकेशन क्र. एल७२२००पीएन१९९०पीएलसी०५९५९४ आणि ज्यांचे नोंदणीकृत कार्यालय ३५ आणि ३६, राजीव गांधी इन्फोटेक पार्क, फेज - १, एमआयडीसी, हिंजवडी, पुणे ४११०५७, महाराष्ट्र, भारत

ट्रान्स्फरी कंपनी/डीमजर्ड कंपनी/ अॅप्लीकंट कंपनी

**समभागधारकांच्या बैठकीकरिता नोटीस आणि जाहिरात**

या ठिकाणी सूचना देण्यात येते की, नॅशनल कंपनी लॉ ट्रिब्युनल ("एनसीएलटी"), यांच्या मुंबई शाखेने त्यांच्या १२ जुलै, २०१८ च्या आदेशानुसार अॅप्लीकंट कंपनीच्या समभागधारकांची बैठक नियोजित कंपोझिट स्कीम ऑफ अॅरेंजमेंट जी कंपनीज अॅक्ट, २०१३ ("सीए २०१३") चे सेक्शन २३० ते २३२ आणि सीए २०१३ मधील अन्य लागू होणाऱ्या तरतुदीनुसार बिलासॉफ्ट (इंडिया) लिमिटेड ("ट्रान्स्फरर कंपनी"), केपीआयटी टेक्नॉलॉजीज लिमिटेड ("ट्रान्स्फरी कंपनी") आणि केपीआयटी इंजिनियरिंग लिमिटेड ("रिझल्टिंग कंपनी") आणि त्यांचे संबंधित समभागधारक ("स्कीम") यांच्या दरम्यानच्या नियोजित अॅरेंजमेंटच्या संदर्भात चर्चा करण्यासाठी आणि योग्य वाटल्यास तशीच किंवा दुरुस्त्यांसह मंजूर करण्यासाठी आयोजित करण्यास सांगितले आहे.

सदरचा आदेश आणि त्यात नमूद केल्यानुसार, पुढील सूचना देण्यात येत आहे की, अॅप्लीकंट कंपनीच्या समभागधारकांची बैठक अॅप्लीकंट कंपनीचे नोंदणीकृत कार्यालयात म्हणजे केपीआयटी ऑडीटोरियम, एसडिबी-II, ३५ आणि ३६, राजीव गांधी इन्फोटेक पार्क, फेज-१, एमआयडीसी, हिंजवडी, पुणे-४११०५७ येथे बुधवार २९ ऑगस्ट, २०१८ रोजी दु. २.०० वा. आयोजित करण्यात आली आहे, ज्या ठिकाणी संबंधित समभागधारकांना बैठकीस उपस्थित राहण्याची विनंती करण्यात येत आहे.

सदर स्कीमच्या प्रती आणि सीए २०१३ चे सेक्शन २३० अंतर्गत निवेदन अॅप्लीकंट हजर राहून कंपनीच्या नोंदणीकृत कार्यालयातून विनामूल्य प्राप्त करता येईल. ज्या व्यक्तींना बैठकीत हजर राहण्याचा आणि मतदान करण्याचा अधिकार आहे ते बैठकीत स्वतः किंवा त्यांच्या प्रॉक्सिमार्फत मतदान करू शकतील. मात्र त्यासाठी सर्व प्रॉक्सिची नावे अॅप्लीकंट कंपनीच्या नोंदणीकृत कार्यालयात विहित नमुन्यात बैठकीच्या ४८ तासांपेक्षा आधी नोंद करणे आवश्यक आहे.

प्रॉक्सिसाठी अर्ज, पोस्टल बॅलेट फॉर्म आणि अॅटेंडंस् स्लीप अॅप्लीकंट कंपनीच्या नोंदणीकृत कार्यालयातून प्राप्त करता येईल किंवा त्यांची वेबसाईट [www.kpit.com](http://www.kpit.com) वरून डाऊनलोड करता येईल.

सदर अॅप्लीकंट कंपनी / ट्रान्स्फरी कंपनी यांच्या समभागधारकांच्या बैठकीसाठी एनसीएलटी यांनी श्री. एस.बी. (रवी) पंडित किंवा त्यांच्या अनुपस्थितीत श्री. किशोर पाटील यांची सदर बैठकीचे अध्यक्ष म्हणून नियुक्ती केली आहे. वर नमूद करण्यात आलेली स्कीम जर या बैठकीत मंजूर करण्यात आली तर ती त्यानंतर एनसीएलटी च्या संमतीच्या अधीन राहील.

अॅप्लीकंट कंपनीच्या समभागधारकांच्या सदर बैठकीकरिता निरीक्षक म्हणून एनसीएलटीने श्री. जयवंत भावे, प्रोग्रायटर, जे.बी. भावे आणि कं. प्रॅक्टिसिंग कंपनी सेक्रेटरीज (मॅबरशिप नं. : एफसीएस४२६६, सीपी-३०६८) यांची अॅप्लीकंट कंपनीच्या समभागधारकांच्या बैठकीसाठी निरीक्षक म्हणून नियुक्ती केली आहे.

**अन्य सूचना :**

कंपनीज अॅक्ट, २०१३; मधील तरतुदी (i) सेक्शन २३० (४) त्यासह सेक्शन १०८ आणि ११० (ii) कंपनीज (कॉम्प्रमायजेस, अॅरेंजमेंट्स अॅण्ड अमालामेशन्स) रूल्स २०१६ च्या रूल ६ (३) (xi) (iii) कंपनीज (मॅनेजमेंट अॅण्ड अॅडमिनिस्ट्रेशन) रूल्स २०१४ चे रूल २२ आणि त्यासह रूल २० आणि (iv) सिक्युरिटीज अॅण्ड एक्स्चेंज बोर्ड ऑफ इंडिया (लिस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्कलोजर रिक्वायर्मेंट्स) रेग्युलेशन २०१५ च्या रेग्युलेशन ४४ आणि इतर तरतुदी अनुसार कंपनीने समभागधारकांना सदर स्कीमवर चर्चा करून ती मंजूर करण्याकरिता पोस्टल बॅलेट आणि ई-व्होटींगद्वारा मतदान करण्याची सुविधा उपलब्ध करून दिली आहे. त्याचप्रमाणे कंपनीने बैठकीच्याजागी पोलिंग पेपरद्वारा मतदान करण्याची सुविधा उपलब्ध केलेली आहे. त्यानुसार आपणास पोस्टल बॅलेटद्वारा किंवा ई-व्होटींगद्वारा किंवा बैठकीच्या जागी पोलिंग पेपरद्वारा मतदान करता येईल. अॅप्लीकंट कंपनीने रिमोट ई-व्होटींग सुविधा देण्याकरिता नॅशनल सिक्युरिटीज डिपॉझिटरी लिमिटेड (एनएसडीएल) यांची सेवा घेतली आहे.

ज्या समभागधारकांची नावे कट ऑफ डेटला म्हणजे शुक्रवार, २० जुलै २०१८ रोजी एनएसडीएल/सीडीएसएल यांनी तयार केलेल्या रजिस्टर ऑफ मॅबर्स/बेनिफीशियल ओनर्स मध्ये असतील फक्त त्यांचाच विचार मतदानाच्या हेतूसाठी (म्हणजे पोस्टल बॅलेट फॉर्म किंवा रिमोट ई-व्होटींग किंवा बैठकीच्या ठिकाणी पोलिंग पेपरने मतदान) करण्यात येईल. जी / ज्या व्यक्ती कट ऑफ डेटला समभागधारक नाहीत त्यांनी सदरची सूचना फक्त माहितीच्या हेतूने आहे असे समजावे.

सदर बैठक आयोजित करण्याच्या संदर्भातील सूचना ज्यांची नावे कट-ऑफ डेटला रजिस्टर ऑफ मॅबर्स / बेनिफीशियल ओनर्समध्ये आहेत अशा सर्व समभागधारकांकडे रवाना करण्यात आली आहे. कंपनीज अॅक्ट, २०१३ मध्ये नमूद करण्यात आलेला तपशील आणि त्यानुसार तयार करण्यात आलेले रूल्स पुढीलप्रमाणे :

- ए) सूचना रवाना करण्याची प्रक्रिया पूर्ण करण्याची तारीख : शनिवार, २८ जुलै २०१८.
- बी) रिमोट ई-व्होटींग आणि पोस्टल बॅलेट द्वारा मतदान सुरु होण्याची तारीख आणि वेळ : सोमवार, ३० जुलै २०१८, सकाळी ९.०० वा. (भारतीय प्रमाण वेळ).
- सी) रिमोट ई-व्होटींग आणि पोस्टल बॅलेट द्वारा मतदान समाप्त होण्याची तारीख आणि वेळ : मंगळवार, २९ ऑगस्ट २०१८ सायंकाळी ५.०० वा. (भारतीय प्रमाण वेळ)
- डी) इलेक्ट्रॉनिक पद्धतीने आणि पोस्टल बॅलेट द्वारा मतदान करण्यास मंगळवार, २८ ऑगस्ट २०१८ रोजी सायं. ५.०० वा. (भारतीय प्रमाण वेळ) नंतर अनुमती दिली जाणार नाही. योग्य प्रकारे पूर्ण केलेले बॅलेट पेपर निरीक्षक यांचेकडे सायं. ५.०० पूर्वी (भारतीय प्रमाण वेळ) पोहोचणे आवश्यक आहे. सदर वेळ आणि तारखेनंतर बॅलेट पेपर प्राप्त झाल्यास ते समभागधारक यांच्याकडून कोणत्याही प्रकारचा प्रतिसाद आलेला नाही असे काटेकोरपणे मानले जाईल.
- ई) पोलिंग पेपर द्वारा मतदान करण्याची सुविधा बैठकीच्या ठिकाणी उपलब्ध करून देण्यात येईल आणि बैठकीस उपस्थित असलेल्या ज्या समभागधारकांनी त्यांचे मतदान रिमोट ई-व्होटींग किंवा पोस्टल बॅलेटद्वारा केलेले नाही ते बैठकीच्या ठिकाणी पोलिंग पेपरद्वारा मतदान करू शकतील.
- एफ) ज्या समभागधारकांनी रिमोट ई-व्होटींगद्वारा किंवा पोस्टल बॅलेटद्वारा मतदान केलेले आहे, त्यांना बैठकीस उपस्थित राहता येईल पण त्यांना पुन्हा मतदान करता येणार नाही.
- जी) इलेक्ट्रॉनिक व्होटींग इव्हेंट क्रमांक (EVEN) : १०८७९२
- एच) बैठकीची सूचना कंपनीची वेबसाईट [www.kpit.com](http://www.kpit.com) आणि एनएसडीएल ची वेबसाईट [www.evoting.nsdl.com](http://www.evoting.nsdl.com) वर उपलब्ध आहे.
- आय) ई-व्होटींगबाबत माहितीसाठी समभागधारकांनी बैठकीच्या नोटीसीतील सूचना पाहल्यात आणि त्यासंदर्भात काही शंका /तक्रार असल्यास समभागधारकांनी फ्रीक्वेंटली आस्वड क्वेश्चन्स (FAQs) आणि समभागधारकांसाठी उपलब्ध असलेले ई-व्होटींग मॅन्युअल जे [www.evoting.nsdl.com](http://www.evoting.nsdl.com) वर डाऊनलोडमध्ये आहेत ते पाह्यावेत किंवा टोल फ्री क्र. १८००-२२२-९९० वर संपर्क साधावा किंवा [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) वर रिक्वेस्ट पाठवावी.
- जे) मतदानाचा निकाल बैठकीच्या चेअरमनकडून ३१ ऑगस्ट २०१८ रोजी किंवा त्याआधी, निरीक्षकांचा अहवाल प्राप्त झाल्यानंतर जाहीर करण्यात येईल आणि तो कंपनीची वेबसाईट [www.kpit.com](http://www.kpit.com) आणि एनएसडीएल ची वेबसाईट [www.evoting.nsdl.com](http://www.evoting.nsdl.com) वर पाहता येईल. त्याशिवाय तो बीएसई लि. आणि नॅशनल स्टॉक एक्स्चेंज ऑफ इंडिया लि. यांच्याकडे त्या तारखेस कळविण्यात येईल.

केपीआयटी टेक्नॉलॉजीज लिमिटेड साठी  
सही/-  
एस. बी. (रवी) पंडित  
बैठकीसाठी नियुक्त केलेले अध्यक्ष

ठिकाण : पुणे  
दिनांक : २९ जुलै २०१८

**KPIT****KPIT Technologies Limited**

CIN: L72200PN1990PLC059594

Regd. Office: 35 &amp; 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057.

Tel. No.: +91 20 6652 5000 Fax No.: +91 20 6652 5001

E-mail: connectwithus@kpit.com Website: www.kpit.com

**FORM NO. CAA. 2**

[Pursuant to Section 230 (3) of the Companies Act, 2013 and rules 6 and 7 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016]

**Company Application No. 618 of 2018****IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT AMONGST BIRLASOFT (INDIA) LIMITED AND KPIT TECHNOLOGIES LIMITED AND KPIT ENGINEERING LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

**KPIT Technologies Limited**, a company incorporated under the Companies Act, 1956 having Company Identification Number: L72200PN1990PLC059594, and having its registered office at 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune 411057, Maharashtra, India

...Transferee Company / Demerged Company / Applicant Company

**Notice and Advertisement of notice of the meeting of equity shareholders**

Notice is hereby given that by an Order dated 12 July 2018, the Mumbai Bench of the National Company Law Tribunal ("NCLT") has directed meeting to be held of the equity shareholders of the Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification, the proposed Composite Scheme of Arrangement proposed to be made under Sections 230 to 232 of the Companies Act, 2013 ("CA 2013"), and other applicable provisions of the CA 2013, amongst Birlasoft (India) Limited ("Transferor Company"), KPIT Technologies Limited ("Transferee Company") and KPIT Engineering Limited ("Resulting Company") and their respective shareholders ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Applicant Company will be held at the registered office of the Applicant Company at KPIT Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune 411 057, on Wednesday, the 29<sup>th</sup> day of August, 2018 at 2:00 p.m. at which time and place the said equity shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 of CA, 2013 can be obtained free of charge at the registered office of the Applicant Company. Persons entitled to attend and vote at the meeting may vote in person or by proxy provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.

The Form of Proxy, Postal Ballot Form and Attendance Slip can be obtained from the registered office of the Applicant Company or can be downloaded from its website at [www.kpit.com](http://www.kpit.com).

The NCLT has appointed Mr. S. B. (Ravi) Pandit, failing him Mr. Kishor Patil as chairman of the said meeting of the equity shareholders of the Applicant Company/Transferee Company. The abovementioned Scheme, if approved at the meeting, will be subject to the subsequent approval of the NCLT.

The NCLT has appointed Mr. Jayavant Bhawe, Proprietor, J.B. Bhawe & Co., practicing Company Secretaries (Membership Number: FCS4266, CP-3068) as the Scrutinizer of the meeting of equity shareholders of the Applicant Company.

**OTHER INSTRUCTIONS:**

Pursuant to the provisions of (i) Section 230(4), read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; and (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders to consider and approve the Scheme. The Company has provided the facility of voting through polling paper at the venue of the meeting. Accordingly, you may cast your vote either through postal ballot or through e-voting or through polling paper at the venue of the meeting. The Applicant Company has engaged National Securities Depository Limited (NSDL) to provide remote e-voting facility.

An equity shareholder whose name appears on the Register of Members/Beneficial Owners maintained by the NSDL/CDSL as on cut-off date i.e. **Friday, 20 July 2018** will only be considered for the purpose of voting (i.e. either through Postal Ballot Form or Remote e-voting or voting at the Meeting through Polling Paper). Person(s) who are not equity shareholders as on cut-off date should treat this Notice for information purposes only.

The Notice convening the Meeting has been dispatched to all the equity shareholders whose names appear in the Register of Members/Beneficial owners as on the cut-off date.

The details prescribed by the provisions of the Companies Act, 2013 and the Rules made thereunder are given below:

- Date of completion of sending of Notice: Saturday, 28 July 2018.
- Date and time of commencement of remote e-voting and voting through Postal Ballot form: Monday, 30 July 2018 at 9.00 a.m. (IST).
- Date and time of end of remote e-voting and voting through Postal Ballot form: Tuesday, 28 August 2018 at 5.00 p.m. (IST).
- Voting through electronic means and postal ballot shall not be allowed beyond 5.00 p.m. (IST) on Tuesday, 28 August 2018. The duly completed postal ballot form should reach the Scrutinizer before 5.00 p.m. (IST). Postal ballot forms received after the said time and date will be strictly treated as if the reply from the equity shareholders has not been received.
- The facility for casting the vote through polling paper will be made available at the Meeting and the equity shareholders attending the Meeting who have not cast their vote by means of remote e-voting or through postal ballot shall be able to cast their vote at the Meeting through polling paper.
- The equity shareholders who have cast their vote by remote e-voting or through postal ballot may also attend the Meeting but shall not be entitled to cast their vote again.
- Electronic Voting Event Number (EVEN): 108792
- The Notice of Meeting is available on the website of the Company at [www.kpit.com](http://www.kpit.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- For e-voting instructions, the equity shareholders may go through the instructions in the Notice of the Meeting and in case of any queries / grievances connected thereto, the equity shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- The result of the voting shall be announced by the Chairman of the Meeting on or before 31 August 2018, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company at [www.kpit.com](http://www.kpit.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides being communicated to BSE Limited and the National Stock Exchange of India Limited on the said date.

For KPIT Technologies Limited  
Sd/-**S. B. (Ravi) Pandit**  
Chairman appointed for the MeetingPlace : Pune  
Date : 29 July 2018