

**KPIT Technologies Limited**

Date of the Meeting of Equity Shareholders of the Company convened as per the Directions of National Company Law Tribunal, Mumbai Bench	Wednesday, August 29, 2018
Total number of shareholders on record date	47792
No. of shareholders present in the meeting either in person or through proxy:	112
Promoters and Promoter Group:	12
Public:	100
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NA
Public:	NA

**Agenda- 1. To approve the Composite Scheme of Arrangement amongst Birlasoft (India) Limited and KPIT Technologies Limited and KPIT Engineering Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.**

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	4902201	13.1098	4902201	0	100.0000	0.0000
	Poll		32491329	86.8902	32491329	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37393530</b>	<b>100.0000</b>	<b>37393530</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	108853391	97793710	89.8398	97665872	127838	99.8693	0.1307
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>97793710</b>	<b>89.8398</b>	<b>97665872</b>	<b>127838</b>	<b>99.8693</b>	<b>0.1307</b>
Public- Non Institutions	E-Voting	51251821	17667253	34.4715	17631919	35334	99.8000	0.2000
	Poll		654307	1.2767	654307	0	100.0000	0.0000
	Postal Ballot (if applicable)		16273	0.03175	16273	0	100.0000	0.0000
	<b>Total</b>		<b>18337833</b>	<b>35.7799</b>	<b>18302499</b>	<b>35334</b>	<b>99.8073</b>	<b>0.1927</b>
<b>Total</b>		<b>197498742</b>	<b>153525073</b>	<b>77.7347</b>	<b>153361901</b>	<b>163172</b>	<b>99.8937</b>	<b>0.1063</b>



**Jayavant B. Bhave**

B.Com. LL.B. Dip.IRPM,FCS

**J. B. Bhave & Co**  
**Company Secretaries**

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
Off Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

August 29, 2018

To  
Mr. S.B. (Ravi) Pandit  
Chairman appointed for the meeting  
KPIT Technologies Limited  
35 & 36, Rajiv Gandhi Infotech Park,  
Phase-I, MIDC, Hinjawadi,  
Pune- 411057

**Sub: Postal Ballot, E-voting and Voting by Poll at National Company Law Tribunal, Mumbai Bench, (NCLT) convened meeting of Equity Shareholders of the Company.**

Dear Sir

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Postal Ballot, Remote E-voting and Voting by Poll at NCLT convened Meeting of Equity Shareholders of the Company) in respect of the following resolution contained in the Notice of the Meeting held on Wednesday, August 29, 2018 at 02:00 p.m.

1. To approve the Composite Scheme of Arrangement amongst Birlasoft (India) Limited and KPIT Technologies Limited and KPIT Engineering Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

I now enclose the following:

- a. My report to the Chairman of the Company on the result of the Voting Process (including Postal Ballot, E-voting and Voting by Poll at the Venue of the Meeting)
- b. The register showing the particulars of the Votes cast by Postal Ballot and by Poll at the Venue of the Meeting and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolution.



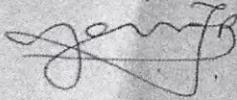
*J. B. Bhave & Co*  
Company Secretaries

- b. The register showing the particulars of the Votes cast by Postal Ballot and by Poll at the Venue of the Meeting and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolution.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully



**Jayavant B Bhave**  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
Scrutinizer appointed by NCLT Mumbai Bench for the  
Voting process of Meeting of Equity Shareholders of the Company.

Jayavant B. Bhavé  
B.Com. LL.B. Dip.IRPM,FCS

*J. B. Bhavé & Co*  
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
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Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

Report of Scrutinizer on Postal Ballot, Remote E-Voting and Voting by Poll at Venue  
[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies  
(Management and Administration) Rules, 2014]

August 29, 2018

To  
Mr. S.B. (Ravi) Pandit  
Chairman appointed for the meeting  
KPIT Technologies Limited  
35 & 36, Rajiv Gandhi Infotech Park,  
Phase- I, MIDC, Hinjawadi,  
Pune- 411057

Dear Sir,

Sub: Report of Scrutinizer on Voting Process (including Postal Ballot, Remote E-voting and Voting by Poll) conducted at the Meeting of the Equity Shareholders of KPIT Technologies Limited ("Company" or "KPIT") convened at the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") on Wednesday, 29 August 2018 at 02:00 PM at KPIT Auditorium, SDB - II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057 pursuant to its order dated 12 July 2018 in the Company Application No. 618 of 2018.

Pursuant to the Order passed by the Tribunal, dated 12 July 2018, in the Company Application No. 618 of 2018 in the matter of proposed composite scheme of arrangement amongst Birlasoft (India) Limited having CIN: U74899MH1995PLC308512 (Transferor Company) and KPIT Technologies Limited having

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CIN: L72200PN1990PLC059594 (Demerged Company) and KPIT Engineering Limited having CIN: U74999PN2018PLC174192 (Resulting Company) and their respective shareholders, I Jayavant B Bhawe, Company Secretary in Practice having Membership Number F4266 and Certificate of Practice Number 3068 and having office at 9, Karan Aniket, Level 5, Plot No. 37, Shri Varanasi Society, Behind Atul Nagar, Off Mumbai-Bangalore By-pass, Warje, Pune 411 058, was appointed as the Scrutinizer to receive, process and scrutinize the postal ballot papers and remote e-voting in respect of the resolution, as circulated on Wednesday 25 July 2018 and poll conducted at the Tribunal convened meeting of equity shareholders of the Company on Wednesday 29 August 2018 at 02:00 PM at the Registered Office of the Company.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the provisions of the Sections 108 and 110 of the Companies Act, 2013 read with Rules framed there under, the Company has provided electronic voting (e-voting) facility and also the facility of physical voting by way of Postal Ballot and voting by way of poll/ ballot Papers at the venue of the Tribunal convened meeting.

The compliance of the provisions of the Companies Act, 2013, Rules made there under, applicable NCLT Rules and Tribunal Order dated 12 July 2018, relating to the voting through postal ballot, voting through electronic means and voting by way of poll at the meeting by the equity shareholders on the resolution proposed in the notice dated 25 July 2018 is the responsibility of the management. My responsibility as the scrutinizer is to ensure that the voting, in all modes is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour" or "against" on the resolution based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and physical counting of votes tendered by way of Postal Ballot Papers and voting by way of poll at the Tribunal convened meeting.

The remote e-voting and voting by way of Postal Ballot by equity shareholders of the Company as at cut-off date viz.: Friday 20 July 2018 commenced on Monday 30 July 2018 at 9:00 AM and ended on Tuesday



*J. B. Bhawe & Co*  
Company Secretaries

28 August 2018 at 5:00 PM. Additionally, the Equity shareholders of the Company as at the cut-off date viz.: Friday 20 July 2018, who had not voted either by way of remote e-voting or Postal Ballot earlier, were allowed to vote by way of poll/ ballot papers at the Tribunal convened meeting.

The Resolution is proposed for approval of Composite Scheme of Arrangement amongst Transferor Company, Demerged Company and Resulting Company and their respective shareholders, by the Equity shareholders of Demerged Company is as per Notice dated 25 July 2018.

I report that the postal ballot notices dated 25 July 2018 disclosing the material facts as required under Section 230 (3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 were dispatched to the shareholders of the Company. I further report that as stated in the Postal Ballot Notices sent to the shareholders, KPIT has fixed 05:00 PM on Tuesday 28 August 2018 as the last date for receipt of Postal Ballot Papers and also for completing the e-voting.

I further report that I have received the Postal Ballot Forms from shareholders during the period starting from 30 July 2018 to 28 August 2018. All the Postal Ballot Forms together with all votes cast by e-voting through NSDL received up to 05:00 PM, Tuesday 28 August 2018, being the last date fixed by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

The Postal Ballot Forms received at the Registered Office of the company in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the RTA under my instruction at regular intervals. This process was carried out at regular intervals.

At the venue of the NCLT convened meeting held on Wednesday 29 August 2018, the facility to vote by way of ballot papers was provided to facilitate those members present in the meeting who have not cast their votes either through Postal Ballot or remote e-voting.



*J. B. Bhave & Co*  
Company Secretaries

I further report that after the time fixed for closing of the poll by the Chairman, S B (Ravi) Pandit, ballot boxes kept for polling were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by Link Initme India Private Limited, the Registrar and Transfer Agents (RTA) of the Company and the authorizations/ proxies lodged with the Company. There were no ballot papers which were incomplete and/or which were otherwise found defective.

On Wednesday, 29 August 2018, after conclusion of voting at NCLT convened meeting, I counted the votes cast at the meeting and unblocked the votes cast through e-voting facility in the presence of Ms Neha Limaye and Ms. Ketaki Karandikar, witnesses not in employment of the company, as described under sub- rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders as also the votes cast through Postal Ballot, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-voting were provided by NSDL, the compilation of the RTA, in respect of physical Postal ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes cast, votes in favour, votes against and the rejected votes were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 47792 shareholders of the company as on cut -off date, 26 shareholders have cast their votes through Postal Ballot forms, as received till the last date. Further, e-voting platform was optional for the members to cast their votes. In case, the members have cast their votes by postal ballot as well as e-voting then votes cast through e-voting have been considered and votes cast by postal ballot have been ignored in such cases as stated in the Postal Ballot Notice dated 25 July 2018.



**Approval of Composite Scheme of Arrangement amongst Birlasoft (India) Limited and KPIT Technologies Limited and KPIT Engineering Limited:**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement amongst Birlasoft (India) Limited and KPIT Technologies Limited and KPIT Engineering Limited and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."



The details of consolidated results for the item placed for consideration by the members are given below:

Particulars	Ref No.	Number of Members	Number of shares held on cut-off date	Number of shares voted on
Votes cast by way of remote e-voting	A	661	120363164	120363164
Votes cast by way of Postal Ballot	B	26	16273	16273
Votes cast by way of Ballot papers at Meeting	C	84	33145636	33145636
<b>Total</b>	<b>D</b>	<b>771</b>	<b>153525073</b>	<b>153525073</b>
Less: Rejection of votes cast by way of e voting	E	0	0	0
Less: Rejection of votes cast by way of Postal Ballot	F	0	0	0
Less: Rejection of votes cast by way of Ballot Papers at Meeting	G	0	0	0
<b>Total Rejection</b>	<b>H</b>	<b>0</b>	<b>0</b>	<b>0</b>
Valid Votes cast by way of remote e-voting	A-E	661	120363164	120363164
Valid Votes cast by way of Postal Ballot	B-F	26	16273	16273
Valid Votes cast by way of Ballot papers at Meeting	C-G	84	33145636	33145636
<b>Total (Valid)</b>	<b>D-H</b>	<b>771</b>	<b>153525073</b>	<b>153525073</b>



Total number of votes cast in favour and/ or against the resolution:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	4902201	13.1098	4902201	0	100.0000	0.0000
	Poll		32491329	86.8902	32491329	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public-Institutions	E-Voting	108853391	97793710	89.8398	97665872	127838	99.8693	0.1307
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		97793710	89.8398	97665872	127838	99.8693	0.1307
Public-Non Institutions	E-Voting	51251821	17667253	34.4715	17631919	35334	99.8000	0.2000
	Poll		654307	1.2767	654307	0	100.0000	0.0000
	Postal Ballot (if applicable)		16273	0.03175	16273	0	100.0000	0.0000
	Total		18337833	35.7799	18302499	35334	99.8073	0.1927
Total		197498742	153525073	77.7347	153361901	163172	99.8937	0.1063

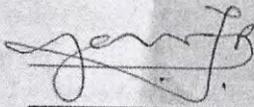


*J. B. Bhave & Co*  
Company Secretaries

Based on the above results, the resolution proposed to Equity Shareholders of KPIT Technologies Limited stands passed with requisite majority.

All registers, relevant records and other incidental papers, ballot papers, particulars of shareholders such as name, folio number or DP ID/ Client ID, number of shares dissented, number of shares rejected and other papers related to e-voting, postal ballot papers and ballot papers of voting at the meeting which are in my safe custody have been handed over to the Company Secretary of KPIT for safe keeping.

Thanking You,  
Yours faithfully,

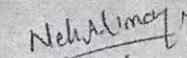


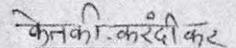
Jayavant B Bhave  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
Scrutinizer appointed by NCLT Mumbai Bench for the  
Voting process of Meeting of Equity Shareholders of the Company



Date: August 29, 2018  
Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 02:45 PM on Wednesday, August 29, 2018.

  
NEHA LIMAYE

  
KETAKI KARANDIKAR

**KPIT Technologies Limited**

Date of the Meeting of Equity Shareholders of the Company convened as per the Directions of National Company Law Tribunal, Mumbai Bench	Wednesday, August 29, 2018
Total number of shareholders on record date	47792
No. of shareholders present in the meeting either in person or through proxy:	112
Promoters and Promoter Group:	12
Public:	100
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NA
Public:	NA

Agenda- 1. To approve the Composite Scheme of Arrangement amongst Birlasoft (India) Limited and KPIT Technologies Limited and KPIT Engineering Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	108853391	97793710	89.8398	97665872	127838	99.8693	0.1307
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		97793710	89.8398	97665872	127838	99.8693	0.1307
Public- Non Institutions	E-Voting	51251821	17667253	34.4715	17631919	35334	99.8000	0.2000
	Poll		654307	1.2767	654307	0	100.0000	0.0000
	Postal Ballot (if applicable)		16273	0.03175	16273	0	100.0000	0.0000
	Total		18337833	35.7799	18302499	35334	99.8073	0.1927
<b>Total</b>		<b>160105212</b>	<b>116131543</b>	<b>72.5345</b>	<b>115968371</b>	<b>163172</b>	<b>99.8595</b>	<b>0.1405</b>



**SCRUTINIZER'S REPORT**  
**(In Respect Of Public Shareholding)**

August 29, 2018

To

Mr. S.B. (Ravi) Pandit

Chairman appointed for the meeting

KPIT Technologies Limited

35 & 36, Rajiv Gandhi Infotech Park,

Phase- I, MIDC, Hinjawadi,

Pune- 411057

Dear Sir,

**REPORT OF SCRUTINIZER ON POSTAL BALLOT, REMOTE E-VOTING AND VOTING BY POLL AT NCLT CONVENED MEETING OF THE PUBLIC SHAREHOLDERS OF KPIT TECHNOLOGIES LIMITED HELD ON 29 AUGUST 2018 AT 02:00 PM AT KPIT AUDITORIUM, SDB – II, 35 & 36, RAJIV GANDHI INFOTECH PARK, PHASE – I, MIDC, HINJAWADI, PUNE – 411057**

1. I, Jayavant B Bhаве, Proprietor, J B Bhаве & Co. Company Secretaries, Pune, Practicing Company Secretary have been appointed by National Company Law Tribunal (NCLT), Mumbai Bench vide its Order dated 12 July 2018 as Scrutinizer to scrutinize the Voting Process for the NCLT Convened Meeting held on August 29, 2018.

i. The remote e-voting and voting by way of Postal Ballot by equity shareholders of the Company as at cut- off date viz.: Friday 20 July 2018 commenced on Monday 30 July 2018 at 9:00 AM and ended on Tuesday 28 August 2018 at 5:00 PM. Additionally, the Equity shareholders of the Company as at the cut- off date viz.: Friday 20 July 2018, who had not voted either by way of remote e-voting or Postal Ballot earlier, were allowed to vote by way of ballot papers at the Tribunal convened meeting.

ii. At the venue of the NCLT convened meeting held on Wednesday 29 August 2018, the facility to vote by way of ballot papers was provided to facilitate those members present in the meeting who have not cast their votes either through Postal Ballot or remote e-voting.



2. In addition to the Consolidated Scrutinizer's Report of even date, I submit my report in respect of public shareholders as under:

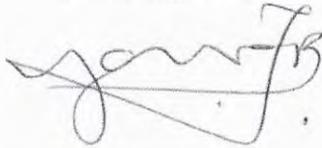
**Details of Votes cast by public shareholders IN FAVOUR AND AGAINST:**

Mode of Voting	Number of Public Shareholders Voted	% of Members Voted	Number of valid votes cast by public shareholders	Number of valid votes cast by members IN FAVOUR	% of total number of valid votes cast IN FAVOUR	Number of valid votes cast by members AGAINST	% of total number of valid votes cast AGAINST
Postal Ballot	26	3.4621	16273	16273	0.0140	0	0.0000
Remote E-voting	651	86.6844	115460963	115297791	99.2821	163172	0.1405
Voting by Poll paper at the meeting	74	9.8535	654307	654307	0.5634	0	0.0000
<b>Total</b>	<b>751</b>	<b>100.0000</b>	<b>116131543</b>	<b>115968371</b>	<b>99.8595</b>	<b>163172</b>	<b>0.1405</b>

Invalid votes: NIL

As such the above resolution has been passed by requisite majority by public shareholders of the company.

Thanking You,  
Yours faithfully,



**Jayavant B Bhave**  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
Scrutinizer appointed by NCLT Mumbai Bench for the  
Voting process of Meeting of Equity Shareholders of the Company