

May 20, 2020

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: BSOFT
Scrip Code: 532400

Symbol:BSOFT
Series:EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: Updates from the Board meeting held on May 20, 2020 under Regulation 30 and 31A of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir / Madam,

With reference to the letter received by the Company dated May 19, 2020, whereby certain shareholders had requested their re-classification from the ‘Promoter and Promoter Group’ category to the ‘Public’ category of shareholders of the Company (“**Request**”) and the letter dated May 19, 2020, intimating you of the same, we wish to inform you that the Board of Directors of Birlasoft Limited (“the Company”) in their meeting held today, i.e., May 20, 2020, considered this Request.

The Board of Directors took note of the Request and, subject to the approval of the shareholders of the Company, BSE Limited, National Stock Exchange of India Limited and such other approvals as may be necessary, based on the reasons and confirmations provided therein, approved the re-classification of the relevant shareholders specified in the Request from the ‘Promoter and Promoter Group’ category to the ‘Public’ category.

Please find enclosed a certified true copy of the relevant extracts of the minutes of the meeting of the Board of Directors of the Company approving the request for re-classification, in accordance with Regulation 31A of the Listing Regulations.

We request you to treat this as our intimation of material event in accordance with Regulation 31A(8) of the Listing Regulations. You are requested to take note of the same in your records for the purpose of further dissemination.

Birlasoft Limited

(Formerly KPIT Technologies Limited)

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India

Tel: +91 20 6652 5000 | Fax +91 20 6652 5001 | contactus@birlasoft.com | www.birlasoft.com

CIN: L72200PN1990PLC059594

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Birlasoft Limited
(formerly KPIT Technologies Limited)

Sneha Prashant
Padve

Digitally signed by Sneha Prashant Padve
DN: cn=Sneha Prashant Padve, o=Birlasoft Limited, ou=IT, email=Sneha.Prashant.Padve@birlasoft.com, postalCode=411008, st=Maharashtra
serialNumber=8, dnQualifier=2, email=8461224@birlasoft.com, c=IN
Birlasoft Padve
Date: 2020.05.20 18:24:15 +05'30'

Sneha Padve
Company Secretary & Compliance Officer

Encl.: Copy of the extract of the minutes of the meeting of the Board of Directors of Birlasoft Limited held on May 20, 2020.

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CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (“BOARD”) OF BIRLASOFT LIMITED (FORMERLY KPIT TECHNOLOGIES LIMITED) (“THE COMPANY”) HELD ON MAY 20, 2020.

To consider and approve the requests received for re-classification of certain shareholders from ‘Promoter and Promoter Group’ category to ‘Public’ category.

The Board was informed of the request received by the Company on May 19, 2020, from certain promoter shareholders (“Outgoing Promoters”), to re-classify their shareholding in the Company from the category of ‘Promoter and Promoter Group’ to the category of ‘Public’ shareholding. Further, the names of the following Outgoing Promoters are requested to be removed from the ‘Promoter and Promoter Group’ of the Company:

S. No.	Shareholder	No. of Equity Shares	Percentage of Equity Share Capital
1.	Mr. Shashishekhar Pandit	2,22,287	0.08
2.	Ms. Nirmala Pandit	2,39,000	0.09
3.	Mr. Chinmay Pandit	27,286	0.01
4.	Mr. Kishor Patil	5,143	0.00
5.	Mr. Shrikrishna Patwardhan	7,77,190	0.28
6.	Mr. Ajay Bhagwat	18,50,289	0.67
7.	Ms. Ashwini Bhagwat jointly held with Mr. Ajay Bhagwat	43,300	0.02
8.	Mr. Sachin Tikekar	5,94,056	0.21
9.	Ms. Anupama Patil	0	0.00
10.	Proficient Finstock LLP	11,32,514	0.40
11.	K and P Management Services Pvt Ltd	3,00,910	0.11
12.	Ms. Hemlata Shende	40,000	0.01

The Board was informed that the reason for such re-classification is that the Outgoing Promoters are no longer associated with the business of the Company in any manner, and do not exercise any control over the Company, directly or indirectly, or have any influence over the business and policy decisions made by the Company. Further, the Outgoing Promoters are not engaged in the day-to-day affairs of the Company.

The Board was also informed that the Outgoing Promoters satisfy all conditions specified in sub-clauses (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Further, as required under Regulation 31A(3)(c) of the Listing Regulations, the Board also noted that:

- the Company is compliant with the minimum public shareholding requirements as required under regulation 38 of the Listing Regulations;
- trading in the equity shares of the Company have not been suspended by the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”); and
- the Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

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Accordingly, on the basis of the rationale provided by the Outgoing Promoters and the confirmation that they satisfy the requirements of Regulation 31A of the Listing Regulations, the Board was of the view that the requests made by the Outgoing Promoters for re-classification of their shareholding in the Company be accepted and approved. However, the approval of the Board is subject to the further approval of the shareholders of the Company, and BSE Limited and the National Stock Exchange of India Limited, and any other consents and approvals which may be required in this regard.

The Board was also informed that none of the Directors of the Company are interested in this resolution.

The Board considered the matter and passed the following resolutions:

“RESOLVED THAT pursuant to the provisions of Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (**“Listing Regulations”**), and subject to the approval of the shareholders of the Company, BSE Limited, National Stock Exchange of India Limited, and such other approvals as may be necessary, the requests received from the following shareholders for re-classification of their shareholding in the Company from ‘Promoter and Promoter Group’ category to ‘Public’ category and removal of their names from ‘Promoter and Promoter Group’ of the Company, be and are hereby approved by the Board:

S. No.	Shareholder
1.	Mr. Shashishekhar Pandit
2.	Ms. Nirmala Pandit
3.	Mr. Chinmay Pandit
4.	Mr. Kishor Patil
5.	Mr. Shrikrishna Patwardhan
6.	Mr. Ajay Bhagwat
7.	Ms. Ashwini Bhagwat jointly held with Mr. Ajay Bhagwat
8.	Mr. Sachin Tikekar
9.	Ms. Anupama Patil
10.	Proficient Finstock LLP
11.	K and P Management Services Pvt Ltd
12.	Ms. Hemlata Shende

RESOLVED FURTHER THAT upon receipt of the requisite approvals, the Company shall give effect of such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in all other records of the Company and make such applications, intimations, disclosures and/or filings as may be relevant or necessary from such date, as may be appropriate.

RESOLVED FURTHER THAT the consent of the Board is be and hereby, accorded for seeking the approval of the shareholders for the re-classification of the status of these shareholders from ‘Promoter and Promoter Group’ category to ‘Public’ category and removal of their names from ‘Promoter and Promoter Group’ of the Company.

RESOLVED FURTHER THAT subject to the approval of the shareholders for the re-classification, Mr. Dharminder Kapoor - CEO & Managing Director, the Chief Financial Officer, Ms. Sneha Padve - Company Secretary of the Company, be and are hereby jointly and/or severally authorized to submit the applications for re-classification to BSE Limited and National Stock Exchange of India Limited wherein securities of the Company are listed, or any other regulatory body as may be required and to take steps necessary or desirable in this regard.

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RESOLVED FURTHER THAT Mr. Dharmender Kapoor - CEO & Managing Director, the Chief Financial Officer, Ms. Sneha Padve - Company Secretary of the Company, be and are hereby jointly and/ or severally authorized to sign any documents and do any and all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any questions, difficulty or doubt that may arise, in order to give effect to the above resolutions for and on behalf of the Company.

RESOLVED FURTHER THAT a copy of the above resolution, certified by any of the Directors or the Chief Financial Officer or the Company Secretary of the Company, be submitted to the concerned authorities and they are requested to act upon the same.”

For Birlasoft Limited
(formerly KPIT Technologies Limited)

Sneha Prashant
Padve

Digitally signed by Sneha Prashant Padve
DN: cn=Sneha Prashant Padve,
2.5.4.20+e6041ba7e62262a81811ba3391981939465fa
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ou=India, o=KPIT,
serialNumber=613343447625022622f4e08852ba4d152a7
9d1605,serialNumber=6127512128, cn=Sneha Prashant Padve
Date: 2020.05.20 19:24:53 +0530

Sneha Padve
Company Secretary & Compliance Officer

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May 19, 2020

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: BSOFT
Scrip Code: 532400

Symbol: BSOFT
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Intimation of receipt of request for re-classification from ‘Promoter and Promoter Group’ to ‘Public’ category under Regulation 30 and 31A of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

In accordance with Regulation 31A (8) of the Listing Regulations, we hereby inform you that we are in receipt of a letter dated May 19, 2020, whereby the persons named in the table below have requested that they be re-classified from the ‘Promoter and Promoter Group’ category to the ‘Public’ category of shareholders of the Company, under the provisions of the Listing Regulations (“Request”):

S. No.	Shareholder	No. of Equity Shares	Percentage of Equity Share Capital
1.	Mr. Shashishekhar Pandit	2,22,287	0.08
2.	Ms. Nirmala Pandit	2,39,000	0.09
3.	Mr. Chinmay Pandit	27,286	0.01
4.	Mr. Kishor Patil	5,143	0.00
5.	Mr. Shrikrishna Patwardhan	7,77,190	0.28
6.	Mr. Ajay Bhagwat	18,50,289	0.67
7.	Ms. Ashwini Bhagwat jointly held with Mr. Ajay Bhagwat	43,300	0.02
8.	Mr. Sachin Tikekar	5,94,056	0.21
9.	Ms. Anupama Patil	0	0.00
10.	Proficient Finstock LLP	11,32,514	0.40
11.	K and P Management Services Pvt Ltd	3,00,910	0.11
12.	Ms. Hemlata Shende	40,000	0.01

The Request has been received from the above shareholders currently belonging to “Promoter and Promoter Group” category of the Company as of May 19, 2020 and a copy of the Request is enclosed with this intimation.

The Request will be considered by the Board of Directors of the Company and all appropriate approvals will be sought by the Company as set out in Regulation 31A of the Listing Regulations.

We request you to treat this as our intimation of material event in accordance with Regulation 31A(8) of the Listing Regulations.

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Lastly, due to the Coronavirus pandemic and the restrictions imposed by the Government for free movement, we are working from home, and hence, unable to submit signed intimation.

Considering the above, we request you to consider this as sufficient compliance and take the same on your record.

Thanking you.

Yours faithfully,

For Birlasoft Limited
(Formerly KPIT Technologies Limited)

Sd/-

Sneha Padve
Company Secretary & Compliance Officer
Contact details: Ms. Sneha Padve
Phone: 8975098528

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CIN: L72200PN1990PLC059594

May 19, 2020

To,
The Board of Directors
Birlasoft Limited
Plot No. 35 & 36, MIDC Phase I,
Rajiv Gandhi Infotech Park
Hinjawadi, Pune – 411057

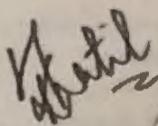
Subject: Request for reclassification under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) from the ‘Promoter and Promoter Group’ category to ‘Public’ category of Birlasoft Limited (“Company”)

1. The shareholders listed in **Annexure A**, collectively referred to as the “**Outgoing Promoters**”, hold the relevant number of equity shares of the Company as set out in **Annexure A**. While filing disclosures with BSE Limited and National Stock Exchange of India Limited (collectively, “**Stock Exchanges**”), the Company lists the Outgoing Promoters under the category of “Promoter and Promoter Group”.
2. In January 2018, the Outgoing Promoters entered into various agreements with National Engineering Industries Limited (“**NEI**”) and Central India Industries Limited (“**CII**”) in connection with the Company including the Implementation Agreement dated 29 January 2018 (as amended from time to time), the Inter-se Agreement dated 29 January 2018 (as amended from time to time) and the Option Agreement dated 29 January 2018 (as amended from time to time) (collectively, “**Transaction Documents**”). Pursuant to the consummation of certain transactions contemplated under the Transaction Documents, NEI and CII became promoters of the Company in addition to the Outgoing Promoters, in compliance with applicable law.
3. Subsequently, pursuant to the consummation of certain other transactions contemplated under the Transaction Documents, the Outgoing Promoters submit that as on the date of this letter, they are not associated with the business of the Company in any manner whatsoever and do not exercise any control over the Company, directly or indirectly, or have any influence over the business and policy decisions made by the Company. Further, the Outgoing Promoters are not involved in the day-to-day activities of the Company. Accordingly, the Outgoing Promoters request that they be reclassified from the ‘Promoter and Promoter Group’ category to the ‘Public’ category of shareholders of the Company.
4. It is hereby confirmed that the Outgoing Promoters are eligible for such reclassification as ‘public’ shareholders and satisfy the conditions set out in regulation 31A of the Listing Regulations and any other applicable law. In accordance with Regulation 31A(3)(b), of the Listing Regulations, the Outgoing Promoters confirm that they and the persons related to them (as defined by sub-clause (i), (ii) and (iii) of sub-clause (pp) of sub-regulation (1) of Regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018):
 - (i) together, do not hold more than 10 (ten) percent of the total voting rights of Company;
 - (ii) do not exercise control over the affairs of the Company, whether directly or indirectly;

- (iii) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholder agreements;
 - (iv) are not represented in any capacity on the board of directors of the Company (including through any nominee director);
 - (v) are not acting as key managerial persons in the Company;
 - (vi) are not 'wilful defaulters' as per the Reserve Bank of India guidelines; and
 - (vii) are not fugitive economic offenders.
5. The Outgoing Promoters also undertake to abide by the conditions listed in Regulation 31A(4) of the Listing Regulations after their reclassification as public shareholders of the Company pursuant to the approval of such reclassification by the shareholders of the Company and the Stock Exchanges, failing which, they shall automatically be reclassified as promoters/ persons belonging to the promoter group, as applicable.
6. The Outgoing Promoters request you to consider and approve their application for reclassification from the 'Promoter and Promoter Group' category to the 'Public' category of shareholders of the Company, and place the same before the shareholders of the Company for approval. Further, the Outgoing Promoters request that the required applications be made to the Stock Exchanges to give effect to the reclassification in accordance with Regulation 31A of the Listing Regulations.

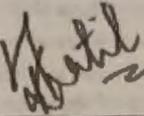
Yours Sincerely,

Signed and delivered on behalf of
PROFICIENT FINSTOCK LLP
through its authorized signatory:



Name : Kishor Patil
Title : Designated Partner

Signed and delivered by
SHASHISHEKHAR PANDIT



Signed and delivered on behalf of
**K AND P MANAGEMENT SERVICES PRIVATE
LIMITED**

through its authorized signatory:



Name : Kishor Patil
Title : Director

Signed and delivered on behalf of
NIRMALA PANDIT



Signed and delivered by
KISHOR PATIL



Signed and delivered on behalf of
CHINMAY PANDIT



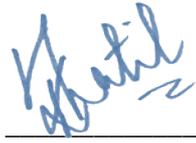
Signed and delivered on behalf of
ANUPAMA PATIL



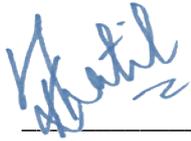
Signed and delivered on behalf of
SHRIKRISHNA PATWARDHAN



Signed and delivered on behalf of
AJAY BHAGWAT



Signed and delivered on behalf of
ASHWINI BHAGWAT



Signed and delivered on behalf of
SACHIN TIKEKAR



Signed and delivered on behalf of
HEMLATA SHENDE



ANNEXURE A

LIST OF OUTGOING PROMOTERS

S. No.	Shareholder	No. of Equity Shares	Percentage of Equity Share Capital
1.	Mr. Shashishekhhar Pandit	222,287	0.08
2.	Ms. Nirmala Pandit	2,39,000	0.09
3.	Mr. Chinmay Pandit	27,286	0.01
4.	Mr. Kishor Patil	5,143	0.00
5.	Mr. Shrikrishna Patwardhan	777,190	0.28
6.	Mr. Ajay Bhagwat	1850,289	0.67
7.	Ms. Ashwini Bhagwat jointly held with Mr. Ajay Bhagwat	43,300	0.02
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9.	Ms. Anupama Patil	0	0.00
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12.	Ms. Hemlata Shende	40,000	0.01