

August 12, 2019

**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**

**Sub.: Outcome of the Board Meeting held on Monday, August 12, 2019**

Time of Commencement of the Board Meeting : 10:00 a.m.  
Time of Conclusion of the Board Meeting : 10:45 a.m.

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we hereby wish to inform you that the Board of Directors of the Company at their meeting held today, i.e. August 12, 2019, *inter-alia*, considered and approved:

1. The Birlasoft Share Incentive Plan - 2019 ("Plan"), pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), subject to the approval of the shareholders of the Company. The Company will be seeking approval of the shareholders for the Plan through the Postal Ballot process. Brief details of the Plan are set out in 'Annexure A' enclosed herewith. Relevant disclosures relating to the Plan as required under the SEBI SBEB Regulations shall be made in the explanatory statement to the postal ballot notice.

You are requested take the above information and documents on your record.

Thanking you.

Yours Sincerely,



**For Birlasoft Limited**  
**(Formerly KPIT Technologies Limited)**

*Sneha Padve*

**Sneha Padve**  
**Company Secretary & Compliance Officer**

Encl.: as above

**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](http://www.birlasoft.com)

CIN: L72200PN1990PLC059594

**ANNEXURE A**  
**Brief details of the Plan**

<p><b>Plan</b></p>	<p>This Plan provides alternatives to the Company to grant incentives to eligible employees (as selected by the Nomination and Remuneration Committee / Compensation Committee) as employees stock options/restricted stock units and subject to applicable law and terms and conditions of Plan, the eligible employees shall be entitled to receive equity shares upon fulfilment of those conditions as is determined by the Nomination and Remuneration Committee/Compensation Committee.</p> <p>Thus, the incentives are intended to reward the eligible employees for their performance and to motivate them to contribute to the growth and profitability of the Company. The objectives of the Plan are:</p> <ol style="list-style-type: none"> <li>1. create a sense of ownership and participation amongst the employees;</li> <li>2. motivate the employees with incentives and reward opportunities;</li> <li>3. drive entrepreneurship mindset of value creation for the organization;</li> <li>4. provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and</li> <li>5. achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.</li> </ol>
<p><b>Eligibility</b></p>	<p>Following classes of employees, shall be eligible to participate in the Plan: (i) A permanent employee of the Company, working in India or outside India; (ii) Directors of the Company whether whole time or not but excluding an Independent Director; or an employee as defined in (i) or (ii) above of a holding company and subsidiary companies, if any, in India or outside India. An employee who is a promoter or a person belonging to the promoter Group or a director who either himself/herself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company shall not be eligible to participate in the Plan. The eligibility of an employee shall be determined by the Nomination and Remuneration Committee as per the eligibility criteria as may be determined by the Board/ Nomination and Remuneration Committee.</p>

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<p>Brief details of Awards to be granted/number of shares covered by the Awards under the Plan</p>	<p>Under the Plan, the eligible employees shall be granted employee stock options ("ESOP's") /restricted stock units ("RSUs") (collectively referred to as "Awards") which will be exercisable into equity shares of INR 2/- each of the Company (the "Equity Shares"). The maximum number of Equity Shares to be issued and allotted under the Plan shall be limited to 1,23,62,500 (One crore twenty-three lakh sixty- two thousand and five hundred) equity shares of the Company representing 4.5% of the current paid-up equity shares of the Company.</p>
<p>Vesting period and exercise period of the Awards</p>	<p>The Awards would vest not earlier than one year or such time period as may be prescribed under the applicable Law including but not limited to SEBI (SBEB) Regulations. The vesting schedule (i.e. exact proportion in which and the exact period over which the Awards would vest) would be determined by the Nomination and Remuneration Committee. The Awards granted under the Plan may vest in one or more tranches. Exercise period would commence from the vesting date and would expire not later than four years from the date of vesting of Awards or such other period as may be decided by the Nomination and Remuneration Committee.</p>
<p>Exercise price</p>	<p>Subject to SEBI SBEB Regulations and other applicable laws, if any,</p> <ol style="list-style-type: none"> <li>1. the exercise price for ESOP's shall be equivalent to the prevailing market price of the shares provided that the Nomination and Remuneration Committee may, in its sole discretion, discount the exercise price by up to 20% (twenty per cent) of the market price (<i>latest closing price on the Indian Recognized Exchange having higher trading volume on which the equity shares of the company are listed on the date immediately prior to the grant date</i>), as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the exercise price shall not be less than the face value of the shares;</li> <li>2. the exercise price for RSUs shall be decided by the Nomination and Remuneration Committee as it may deem appropriate in conformity with the applicable accounting policies, if any and in no circumstances, the exercise price shall be not be less than the face value of the shares of the Company.</li> </ol>
<p>Implementation of the Plan</p>	<p>The Plan shall be directly implemented and administered by the Company through the Nomination and Remuneration Committee of the Company.</p>

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Valuation	The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Awards granted to calculate the employee compensation cost.
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