

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 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. Dharmander 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
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Sneha Padve
Company Secretary & Compliance Officer

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