

July 31, 2019

The Secretary**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

The Secretary**The National Stock Exchange of India Limited**

Exchange Plaza

Plot no. C/1, G Block

Bandra-Kurla Complex

Bandra (E)

Mumbai - 400 051

Re: Post Offer Advertisement (as defined below) to the shareholders of KPIT Technologies Limited (erstwhile KPIT Engineering Limited) (“Target Company”) with respect to the proposed open offer (“Offer” / “Open Offer”) for acquisition of up to 7,12,77,391 fully paid-up equity shares of face value of INR 10 (Indian Rupees ten only) each representing 26% of the fully diluted voting equity share capital from the public shareholders of the Target Company

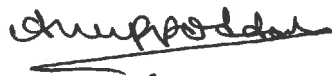
Dear Sirs,

Please find enclosed the post Open Offer advertisement (“**Post Offer Advertisement**”) for the captioned Open Offer, which has been released to appear in the following newspapers on July 31, 2019, under regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

- The Financial Express (English) (all editions)
- Jansatta (Hindi) (all editions)
- Navshakti (Marathi) (Mumbai edition)
- Loksatta (Marathi) (Pune edition)

Kindly take the above information on your records, and confirm receipt of the same.

Yours sincerely,

For **Kotak Mahindra Capital Company Limited**

Name: Anup Poddar

Designation: Senior Vice President

Email: anup.poddar@kotak.com

Encl.: As above

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, “G” Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F+91 22 67132445

www.investmentbank.kotak.com

KPIT TECHNOLOGIES LIMITED

(Formerly KPIT Engineering Limited)

CIN: U74999PN2018PLC174192

Registered Office: Plot-17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase-III, Maan, Hinjawadi, Pune - 411057
Tel: +91 20 6770 6000; Email: info@kpit.com; Website: www.kpit.com

Open Offer ("Offer"/"Open Offer") for acquisition of up to 7,12,77,391 (Seven Crore Twelve Lakh Seventy Seven Thousand Three Hundred and Ninety One only) fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten only) each ("Equity Shares") representing 26% (twenty six percent) of the voting share capital of KPIT Technologies Limited ("KPIT" or "Target Company") from the public shareholders of the Target Company by Acquirers (as defined below), along with PACs (as defined below) in their capacity as the persons acting in concert with the Acquirers.

This post offer advertisement ("Advertisement") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), on behalf of the Acquirers and PACs pursuant to and in accordance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") in respect of the open offer to acquire up to 7,12,77,391 (Seven Crore Twelve Lakh Seventy Seven Thousand Three Hundred and Ninety One only) fully paid up Equity Shares of INR 10 (Indian Rupees Ten only) each of KPIT.

This Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated April 22, 2019 (the "PA"), the detailed public statement that was published on April 26, 2019 ("DPS"), the draft letter of offer dated May 6, 2019 ("DLoF"), the letter of offer dated June 28, 2019 ("LoF") and the offer opening public announcement and corrigendum to the DPS that was published on July 11, 2019 ("Offer Opening Public Announcement and Corrigendum"). The DPS and Offer Opening Public Announcement was published in Financial Express - English (all editions), in Jansatta - Hindi (all editions), Navshakti - Marathi (Mumbai edition) and Loksatta - Marathi (Pune edition).



- Name of the Target Company: KPIT Technologies Limited (Formerly KPIT Engineering Limited)
- Name of the Acquirer(s) and PACs: Proficient Finstock LLP ("Proficient" or "Acquirer 1") and Mr. Kishor Patil ("Acquirer 2"), are collectively referred to as "Acquirers". Mr. Shashishekhar Pandit ("PAC 1"), Ms. Nirmala Pandit ("PAC 2"), Mr. Chinmay Pandit ("PAC 3"), Ms. Hemlata Shende ("PAC 4"), Ms. Anupama Patil ("PAC 5"), Mr. Shrikrishna Patwardhan ("PAC 6"), Mr. Ajay Bhagwat ("PAC 7"), Ms. Ashwini Bhagwat ("PAC 8"), Mr. Sachin Tikekar ("PAC 9") and K and P Management Services Private Limited ("PAC 10") are collectively referred to as "PACs". Acquirer 1, Acquirer 2, PAC 1, PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7, PAC 8, PAC 9 and PAC 10 are collectively referred to as "KPIT Promoter Group".
- Name of the Manager to the Offer: Kotak Mahindra Capital Company Limited
- Name of the Registrar to the Offer: Karvy Fintech Private Limited (Formerly known as KCPL Advisory Services Private Ltd)
- Offer Details:
 - Date of Opening of the Offer: Friday, July 12, 2019
 - Date of Closure of the Offer: Thursday, July 25, 2019
- Date of Payment of Consideration: Tuesday, July 30, 2019
- Details of Acquisition:

Sl. No	Particulars	Proposed in Offer Document		Actuals	
7.1	Offer Price (per Share)	INR 66.50		INR 66.50	
7.2	Aggregate number of shares tendered	7,12,77,391		10,769	
7.3	Aggregate number of shares accepted	7,12,77,391		10,769	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 473,99,46,501.50		INR 7,16,138.50	
7.5	Shareholding of the Acquirers & PACs before agreements/public announcement				
	• Number	3,59,12,289		3,59,12,289	
	• % of Voting Share Capital	13.10%		13.10%	
7.6	Shares Acquired by way of agreements				
	• Number	6,99,01,993*		6,99,01,993*	
	• % of Voting Share Capital	25.50%*		25.50%*	
7.7	Shares Acquired by way of Open Offer				
	• Number	7,12,77,391		10,769	
	• % of Voting Share Capital	26.00%		0.00%	
7.8	Shares acquired after Detailed Public Statement				
	• Number of shares acquired	Nil		Nil	
	• Price of the shares acquired	Nil		Nil	
	• % of the shares acquired	Nil		Nil	
7.9	Post offer shareholding of Acquirers & PACs				
	• Number	17,70,91,673		10,58,25,051	
	• % of Voting Share Capital	64.60%		38.60%	
7.10	Pre & Post offer shareholding of the Public				
	• Number	Pre-Offer:	Post-Offer:	Pre-Offer:	Post-Offer:
	• % of Voting Share Capital	15,44,63,839	8,31,86,448	15,44,63,839	15,44,53,070
		56.34%**	30.34%**	56.34%**	56.34%**

*In terms of the KEL Investment Agreement, Acquirer 1 and Acquirer 2 will acquire an aggregate of 6,99,01,993 (25.50%) of the Equity Shares from the Sellers and the split between them will be decided closer to the completion of the KEL Investment Agreement

** 56,41,373 Equity Shares representing 2.06% of the voting share capital is held by employee benefit trust and not included in the public shareholding details provided above as it is categorized as non promoter-non public shareholding

- The Acquirers and the PACs, and their respective directors or partners, as applicable, severally and jointly accept full responsibility for the information contained in this Advertisement and also accept responsibility for their obligations laid down under the SEBI (SAST) Regulations.
- A copy of this Advertisement will be available on the websites of SEBI (<http://www.sebi.gov.in>), the BSE Limited (www.bseindia.com), the National Stock Exchange of India Limited (www.nseindia.com) and at the registered office of the Target Company.
- Capitalized terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the PA and/or the DPS and/or LoF.

ISSUED BY THE MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>KOTAK MAHINDRA CAPITAL COMPANY LIMITED 27 BKC, 1st Floor, Plot no. C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Tel: +91 22 4336 0128; Fax: +91 22 6713 2447 Email: kpitopenoffer2019@kotak.com kpit.openoffer@kotak.com Contact Person: Ganesh Rane SEBI Registration Number: INM000008704 CIN: U67120MH1995PLC134050</p>	 <p>KARVY FINTECH PRIVATE LIMITED (Formerly known as KCPL Advisory Services Private Ltd) Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. Tel No.: +91 40 6716 2222 Contact Person: Mr. M. Muralikrishna Email ID: kpit.openoffer@karvy.com Website: www.karvyfintech.com SEBI Registration No: INR000000221</p>

For and on behalf of the Acquirers and the PACs

Proficient Finstock LLP Sd/-	Mr. Kishor Patil Sd/-	Mr. Shashishekhar Pandit Sd/-
Ms. Nirmala Pandit Sd/-	Mr. Chinmay Pandit Sd/-	Ms. Hemlata Shende Sd/-
Ms. Anupama Patil Sd/-	Mr. Shrikrishna Patwardhan Sd/-	Mr. Ajay Bhagwat Sd/-
Ms. Ashwini Bhagwat Sd/-	Mr. Sachin Tikekar Sd/-	K and P Management Services Private Limited Sd/-

Place : Pune
Date : July 30, 2019

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