

February 19, 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: KPIT
Scrip Code: 532400

Symbol: KPIT
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject:

- (1) Outcome of the Board of Directors Meeting held on February 18, 2019 - Adoption of Special Purpose Birlasoft Employee Stock Option Scheme - 2019
- (2) Outcome of the Nomination and Remuneration Committee of the Company granting options under the Special Purpose Birlasoft Employee Stock Option Scheme - 2019

Dear Sir / Madam,

1. This is to inform you that pursuant to Composite Scheme of Arrangement amongst erstwhile Birlasoft (India) Limited ("**Erstwhile BIL**") and KPIT Technologies Limited and KPIT Engineering Limited and their respective shareholders approved by the National Law Company Tribunal on 29 November 2018, the Board of Directors of the Company ("**Board**") has adopted the "Special Purpose Birlasoft Employee Stock Option Scheme 2019" ("**ESOP 2019**") on February 18 2019. The salient features of the Plan are as follows:
 - (a) The implementation and administration of the Plan has been delegated to the Nomination and Remuneration Committee of the Company ("**NRC**");
 - (b) The NRC can grant up to 4,769,267 employee stock options under the Plan ("**Options**") in one or more tranches, which shall be exercisable into not more than 4,769,267 equity shares of the Company ("**Equity Shares**");
 - (c) Subject to the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 and the Plan, the employee stock options under the Plan ("**Options**") shall be granted to only those employees of the Company and/or its subsidiaries who held the employee stock options ("**2015 Options**") issued under the 'Birlasoft (India) Limited - Employee Stock Option Scheme 2015' ("**Erstwhile BIL ESOP**");
 - (d) Pursuant to the terms of SEBI SBEB Regulations, the minimum vesting period of one year which has been completed by the option grantees under the Erstwhile BIL ESOP vis-à-vis the 2015 Options shall be adjusted against the vesting period vis-à-vis the Options.
 - (e) The treatment of Options in case of termination of employment shall be determined in accordance with the terms of the Plan and SEBI SBEB Regulations.

Birlasoft Limited

(Formerly KPIT Technologies Limited)

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

CIN: L72200PN1990PLC059594



2. The NRC, at its meeting held on February 18, 2019, has approved the grant of 4,769,267 (Forty-Seven Lakhs Sixty-Nine Thousand Two Hundred and Sixty Seven) Options to Eligible Employees, at an Exercise Price of Rs. 3.10/- per Share on the following terms:

- (a) The vesting of this options shall be as per the schedule listed below:

No. of Tranche	% of Vesting	Date of Vesting the option
1 st Tranche	30% of total options granted under the Plan	March 15, 2019 (after adjusting the minimum vesting period completed under the Erstwhile BIL ESOP vis-à-vis the 2015 Options)
2 nd Tranche	Next 30% of the total options granted under the Plan	March 15, 2020
3 rd Tranche	Balance 40% of the total options granted under the Plan	March 15, 2021

- (b) The options shall be exercisable within a period of 4 years from the date of vesting.
- (c) Each Option shall carry the right to be issued one Share.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Birlasoft Limited
(formerly known as KPIT Technologies Limited)

S. Padve

Sneha Padve
Company Secretary & Compliance Officer



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