

## PROFICIENT FINSTOCK LLP

Regd. Off: Plot Nos. 35 & 36, Rajiv Gandhi Infotech Park, Phase 1,  
MIDC, Hinjawadi, Pune-411057, Maharashtra, India  
LLP Identified Number :AAA-6945

May 3, 2019

To,  
The Company Secretary,  
KPIT Technologies Limited,  
Plot 17, Rajiv Gandhi  
Infotech Park, MIDC-SEZ,  
Phase-III, Maan, Taluka-  
Mulshi, Hinjawadi,  
Pune-411057.

To,  
The Manager,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

To,  
The Manager,  
Listing Department,  
National Stock Exchange of  
India Limited,  
Exchange Plaza, 5<sup>th</sup> floor,  
Plot No. - C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (E),  
Mumbai - 400051.

**Subject: -** Disclosure pursuant to Regulation 31(1) and Regulation 31 (2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Dear Sir / Madam,

Proficient Finstock LLP ("LLP") has filed Public Announcement with Stock Exchanges (BSE Limited and National Stock Exchange of India Limited) with respect to the open offer pursuant to Regulation 3 (1) and (4) read with regulations 13(4), 14(3) and 15(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 along with Kishor Patil and Persons Acting in Concert (PAC's) for acquisition of up to 7,12,77,391 fully paid-up equity shares, representing 26% (twenty six percent) of the fully diluted voting equity share capital of KPIT Technologies Limited (erstwhile KPIT Engineering Limited) from the Public Shareholders.

The Open Offer is being made to the Public Shareholders in accordance with regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the substantial acquisition of shares, voting rights and control over KPIT Technologies Ltd. by Acquirers in accordance with and subject to the terms of the investment agreement executed by and among the Acquirers, PACs and National Engineering Industries Limited and Central India Industries Limited on January 29, 2018 ("KEL Investment Agreement")

LLP has secured lines of credit required for said open offer and availed a loan of Rs. 50,00,00,000 from Avendus Finance Private Limited for the initial cash deposit into the Open Offer Cash Escrow Account. The actual utilization of this loan amount will depend on the actual tendering in the said open offer. LLP has pledged shares with Avendus as a security for this loan.

Pursuant to Regulation 31(1) & Regulation 31 (2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, please find enclosed herewith the disclosure in the prescribed format informing you about the pledge and release of shares by Proficient Finstock LLP.



## PROFICIENT FINSTOCK LLP

Regd. Off: Plot Nos. 35 & 36, Rajiv Gandhi Infotech Park, Phase 1,  
MIDC, Hinjawadi, Pune-411057, Maharashtra, India  
LLP Identified Number :AAA-6945

---

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Proficient Finstock LLP

Designated Partner



Encl.: - As mentioned above.

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

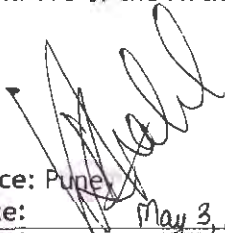
Name of the Target Company(TC)					KPIT Technologies Limited (Formerly KPIT Engineering Limited)									
Names of the stock exchanges where the shares of the target company are listed					National Stock Exchange of India Limited BSE Limited									
Date of reporting					May 3, 2019									
Name of the promoter or PAC on whose shares encumbrance has been created / released / invoked					Proficient Finstock LLP									
Details of the creation of encumbrance:														
Name of The promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}		
	Number	% of total Share capital	Number	% of total Share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital	
Proficient Finstock LLP	27,130,949	9.90	12,089,000	4.41	Release	April 23, 2019	Pledge	Personal Borrowing and to protect margin amount from day to day price fluctuations	12,061,700	4.40	Bajaj Finance Limited	27,300	0.01	
	27,130,949	9.90	27,300	0.01	Creation	April 24, 2019	Pledge	Fund raising for open offer more particularly described in cover letter	7,462,687	2.72	Aventus Finance Private Limited	7,489,987	2.73	



	27,130,949	9.90	7,489,987	2.73	Creation	April 26, 2019	Pledge	Fund raising for open offer more particularly described in cover letter	6,426,202	2.34	Aventus Finance Private Limited	13,916,189	5.08
Mr. Kishor Patil	2,989,080	1.09	-	-	-	-	-	-	-	-	-	-	-
Mr. Ajay Bhagwat	2,636,800	0.96	-	-	-	-	-	-	-	-	-	-	-
Mr. Shrikrishna Patwardhan	1,100,000	0.40	-	-	-	-	-	-	-	-	-	-	-
Mr. Sachin Tikekar	840,800	0.31	-	-	-	-	-	-	-	-	-	-	-
Mr. Shashishekar Pandit	430,500	0.16	-	-	-	-	-	-	-	-	-	-	-
K and P Management Services Pvt. Ltd.	300,910	0.11	-	-	-	-	-	-	-	-	-	-	-
Ms. Nirmala Pandit	239,000	0.09	-	-	-	-	-	-	-	-	-	-	-
Ms. Anupama Patil	122,330	0.04	-	-	-	-	-	-	-	-	-	-	-
Ms. Ashwini Bhagwat	43,300	0.02	-	-	-	-	-	-	-	-	-	-	-
Ms. Hemlata Shende	40,000	0.01	-	-	-	-	-	-	-	-	-	-	-
Mr. Chinmay Pandit	38,620	0.01	-	-	-	-	-	-	-	-	-	-	-
National Engineering Industries Limited	72,956,796	26.61	-	-	-	-	-	-	-	-	-	-	-
Central India Industries Limited	5,169,511	1.89	-	-	-	-	-	-	-	-	-	-	-



Signature of the Authorized Signatory:



Place: Pune

Date: May 3, 2019

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\*For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.