

March 12, 2021

To,

<p>The Department of Corporate Services, BSE Limited 14th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p>	<p>The Listing Compliance Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.</p>	<p>Nida Deshpande Company Secretary & Compliance Officer, KPIT Technologies Limited Plot 17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase III, Maan, Taluka-Mulshi, Hinjawadi, Pune, Maharashtra 411057</p>
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March 10, 2021

To,

<p>The Department of Corporate Services, BSE Limited 14th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p>	<p>The Listing Compliance Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.</p>	<p>Nida Deshpande Company Secretary & Compliance Officer, KPIT Technologies Limited Plot 17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase III, Maan, Taluka-Mulshi, Hinjawadi, Pune, Maharashtra 411057</p>
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DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	KPIT Technologies Limited ('Company')		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra') (In our capacity as Debenture Trustee & Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of : a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in	----- 2,08,30,135 ----- -----	----- 7.60% ----- -----	----- ----- ----- -----

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Registered office:

The IL&FS Financial Centre,
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Tel +91 22 2659 3535
Fax: +912226533297
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

each category)			
Total (a+b+c+d)	2,08,30,135	7.60%	----
Details of acquisition/ Sale			
a) Shares carrying voting rights acquired/ sold	----	----	----
b) VRs acquired/sold otherwise than by shares	----	----	----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	----	----	----
d) Shares encumbered/ invoked /released by the acquirer	1,81,800 (60,50,000)	0.07% (2.21%)	----
Total (a+b+c+d)	(58,68,200)	(2.14%)	----
After the acquisition/ sale holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	1,49,61,935	5.46%	----
c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
Total (a+b+c+d)	1,49,61,935	5.46%	----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge and Release of equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of Pledge: October 01, 2020 Date of release: March 09, 2021		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	27,41,43,808 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended December 2020)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	27,41,43,808 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended December 2020)		
Total diluted share/voting capital of the TC after the said acquisition	-----		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note:

- 1,81,800 Equity Shares of the Company have been pledged on the above-mentioned date in capacity as a Debenture Trustee for the NCDs issued and Security Trustee for Term loan facility availed by Krayon Pictures Private Limited
- 60,50,000 Equity Shares of the Company have been released on the above-mentioned date, which were pledged in capacity as a Debenture Trustee for the NCDs issued and Security Trustee for Term loan facility availed by Krayon Pictures Private Limited

The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution,

Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**For Vistra ITCL (India) Limited DISCLOSURE UNDER REGULATION 29(2) OF SEBI
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

6. Name of the Target Company (TC)	KPIT Technologies Limited ('Company')		
7. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra') (In our capacity as Debenture Trustee & Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
8. Whether the acquirer belongs to Promoter/Promoter group	No		
9. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
10. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	2,08,30,135	7.60%	-----
c) Voting rights (VR) otherwise than by shares	-----	-----	-----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-----	-----	-----
Total (a+b+c+d)	2,08,30,135	7.60%	-----
Details of acquisition/ Sale			
a) Shares carrying voting rights acquired/ sold	-----	-----	-----
b) VRs acquired/sold otherwise than by shares	-----	-----	-----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-----	-----	-----
d) Shares encumbered/ invoked /released by the acquirer	1,81,800 (60,50,000)	0.07% (2.21%)	-----
Total (a+b+c+d)	(58,68,200)	(2.14%)	-----
After the acquisition/ sale holding of:			
a) Shares carrying voting rights	-----	-----	-----
b) Shares encumbered with the acquirer	1,49,61,935	5.46%	-----
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Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge and Release of equity shares		
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Total diluted share/voting capital of the TC after the said acquisition	-----		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

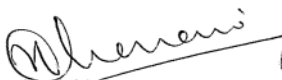
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note:

3. 1,81,800 Equity Shares of the Company have been pledged on the above-mentioned date in capacity as a Debenture Trustee for the NCDs issued and Security Trustee for Term loan facility availed by Krayon Pictures Private Limited
4. 60,50,000 Equity Shares of the Company have been released on the above-mentioned date, which were pledged in capacity as a Debenture Trustee for the NCDs issued and Security Trustee for Term loan facility availed by Krayon Pictures Private Limited

The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited



Authorised Signatory

Place: Mumbai