POST OFFER ADVERTISEMENT UNDER REGULATION 18(12) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

KPIT TECHNOLOGIES LIMITED

CIN: L72200PN1990PLC059594

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase I, MIDC, Hinjawadi, Pune - 411057
Tel: +91 20 6652 5000; Fax: +91 20 6652 5001; Website: www.kpit.com

Open Offer ("**Offer**" / "**Open Offer**") for acquisition of up to 5,13,49,673 (Five Crore Thirteen Lacs Forty Nine Thousand Six Hundred and Seventy Three only) fully paid-up equity shares of face value of INR 2 (Indian Rupees two only) each ("**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 is being issued by Kotak Mahindra Capital Company Limited ("**Manager to the Offer**"), on behalf of the Acquirers and PACs (as defined below) 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 5,13,49,673 fully paid up equity shares of INR 2 each of KPIT.

This Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated January 29, 2018 ("**PA**"), the detailed public statement that was published on February 5, 2018 ("**DPS**"), the draft letter of offer dated February 12, 2018 ("**DLoF**") and the letter of offer dated April 4, 2018 ("**LoF**"). The DPS with respect to the Offer was published in all editions of Financial Express - English (all editions), in Jansatta - Hindi (all editions), Navshakti - Marathi (Mumbai edition) and Loksatta - Marathi (Pune edition).

1 Name of the Target Company : KPIT Technologies Limited

2 Name of the Acquirer(s) and PACs : Proficient Finstock LLP ("**Proficient**" or "**Acquirer 1**"), Mr. Kishor Patil ("**Acquirer 2**"), National Engineering Industries Limited, ("**NEIL**" or "**Acquirer 3**") and Birlasoft (India) Limited ("**Birlasoft**" or "**Acquirer 4**") 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**"), K and P Management Services Private Limited ("**PAC 10**") and Central India Industries Limited ("**CIIL**" or "**PAC 11**") are collectively referred to as "**PACs**".

3 Name of the Manager to the Offer : Kotak Mahindra Capital Company Limited

4 Name of the Registrar to the Offer : Link Intime Private Limited

5 Offer Details :

a Date of Opening of the Offer : April 16, 2018

b Date of Closure of the Offer : April 27, 2018

6 Date of Payment of Consideration : May 4, 2018

7 Details of Acquisition:

Sl.No	Particulars	Proposed in offer document	Actuals
7.1	Offer Price (per Share)	INR 182	INR 182
7.2	Aggregate number of shares tendered	5,13,49,673	2,408
7.3	Aggregate number of shares accepted	5,13,49,673	2,408
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 934,56,40,486	INR 4,38,256
7.5	Shareholding of the Acquirers & PACs before agreements/public announcement • Number • % of Voting Share Capital	 3,73,91,122 18.93%	 3,73,91,122 18.93%
7.6	Shares Acquired by way of agreements • Number • % of Voting Share Capital	 Nil*	 Nil*
7.7	Shares Acquired by way of Open Offer • Number • % of Voting Share Capital	 5,13,49,673 26.00%	 2,408 0.00%
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	 Nil	 Nil
7.9	Post offer shareholding of Acquirers & PACs • Number • % of Voting Share Capital*	 8,87,40,795 44.93%	 3,73,93,530 18.93%
7.10	Pre & Post offer shareholding of the Public	Pre-Offer / Post-Offer	Pre-Offer / Post-Offer
	• Number	15,19,74,859 / 10,06,25,186	15,19,74,859 / 15,21,20,521
	• % of Voting Share Capital	76.95%** / 50.95%**	76.95%** / 77.02%***

**Since the number of Offer Shares tendered by the Public Shareholders pursuant to the Offer is less than 0.75% of the Voting Share Capital, in accordance with the Inter-se Agreement, NEIL shall acquire at Offer Price for cash such number of Target Company Shares, free and clear of all encumbrances, as may be required to ensure that the aggregate shareholding of NEIL, after the completion of the Offer and the above acquisition, represents 0.75% of the Voting Share Capital.*

***81,32,761 Shares representing 4.12% of the Voting Share Capital is held by employee benefit trust ("EBT") and not included in the public shareholding details provided above as it is categorized as non promoter-non public shareholding.*

****Shareholding data based on March 31, 2018. 79,84,691 Shares representing 4.04% of the Voting Share Capital is held by EBT and not included in the public shareholding details provided above as it is categorized as non promoter-non public shareholding. 148,070 Shares representing 0.08% of the Voting Share Capital were transferred by the EBT to employees on exercise of ESOPs and these shares have been classified as public shareholding pursuant to the transfer.*

1. The Acquirers and the PACs, and their respective directors or partners if 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.
2. 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.
3. 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

kotak® Investment Banking

KOTAK MAHINDRA CAPITAL COMPANY LIMITED
27BKC, 1st Floor, Plot no. C-27, "G" Block,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Tel: +91 22 22 4336 0128, **Fax:** +91 22 22 6713 2447
Email: kpit.openoffer@kotak.com
Contact Person: Ganesh Rane;
SEBI Registration Number: INM000008704
CIN: U67120MH1995PLC134050

Registrar to the Offer

LINKIntime

LINK INTIME PRIVATE LIMITED
C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (west),
Mumbai - 400 083
Tel: + 91 22 49186200; **Fax:** + 91 22 49186195
Email: kpit.openoffer@linkintime.co.in
Contact Person: Mr. Sumeet Deshpande
SEBI Registration Number: INR000004058

For and on behalf of the Acquirers and the PACs

Proficient Finstock LLP	Mr. Kishor Patil	National Engineering Industries Limited
Sd/-	Sd/-	Sd/-
Birlasoft (India) Limited	**Mr. Shashishekhar Pandit**	**Ms. Nirmala Pandit**
Sd/-	Sd/-	Sd/-
Mr. Chinmay Pandit	**Ms. Hemlata Shende**	**Ms. Anupama Patil**
Sd/-	Sd/-	Sd/-
Mr. Shrikrishna Patwardhan	**Mr. Ajay Bhagwat**	**Ms. Ashwini Bhagwat**
Sd/-	Sd/-	Sd/-
Mr. Sachin Tikekar	**K and P Management Services Private Limited**	**Central India Industries Limited**
Sd/-	Sd/-	Sd/-

Place : New Delhi / Noida / Kolkata / Bengaluru
Date : May 10, 2018

PRESSMAN