

Summary of the Proposed Combination

*[In terms of Regulation 13 (1B) of the Competition Commission of India
(Procedure in regard to the transaction of business relating to
combinations), 2011, as amended on 7 January 2016]*

A. Name of the parties to the Proposed Combination

1. KPIT Technologies Limited (“**KPIT**”), promoters of KPIT, Birlasoft (India) Limited (“**Birlasoft**”), promoters of Birlasoft and KPIT Engineering Limited (“**KPIT Engineering New Co**”) (hereinafter collectively referred to as the “**Parties**”).

B. Type of the Proposed Combination

2. On 29 January 2018, KPIT and Birlasoft announced a business combination *inter-alia* involving the following interconnected steps (“**Proposed Combination**”):
 - (a) The promoters of KPIT and Birlasoft along with Birlasoft would jointly launch an open offer for acquiring shares representing 26% (twenty six percent) of the total paid-up equity share capital of KPIT from the public shareholders of KPIT in accordance with the SEBI Substantial Acquisition of Shares and Takeover Regulations, 2011 (as amended) and as per the understanding between the Parties.
 - (b) Thereafter, Birlasoft and KPIT shall file the composite scheme of arrangement with the National Company Law

Tribunal for achieving the following: (i) merger and amalgamation of Birlasoft with and into KPIT resulting in a combined entity, and thereafter, (ii) the engineering business of KPIT (which at present is vested in the combined entity) would be demerged, transferred and vested into KPIT Engineering New Co., on a going concern basis.

(c) Further, on the date of listing of the equity shares of KPIT Engineering New Co. (post the proposed merger and proposed demerger), the promoters of KPIT shall launch an open offer for acquiring equity shares up to 26% (twenty six percent) of the total paid-up share capital of KPIT Engineering New Co from the public shareholders of KPIT Engineering New Co.

C. Area of the activity of the Parties to the Proposed Combination

KPIT

3. KPIT is engaged in the following businesses: IT, ITES, software development, consulting, engineering services & solutions; related connectivity solutions. KPIT is listed on both the Bombay Stock Exchange and the National Stock Exchange.

Birlasoft

4. Birlasoft is a full life cycle software services company and is present in the market for IT and IT enabled services. The services provided by Birlasoft could be categorized into the following service lines: (a) Application Development, (b) Maintenance & Support, (c) Quality Assurance & Testing, (d) Re-engineering & Migration services, (e) ERP platforms, (f) Enterprise Application services, (g) CRM services and (h) IT Infrastructure services.

D. Relevant market(s) to which the Proposed Combination relates

5. For the purposes of the Proposed Combination, the relevant market can be defined as the market for IT services in India ("**Broad Relevant Market**"). In the alternative, and should the Hon'ble Commission require a narrow market definition the Hon'ble Commission may consider the relevant markets as: (i) IT Consulting, (ii) IT Outsourcing and (iii) IT Implementation services in India ("**Narrow Relevant Market**").