KPIT

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF KPIT TECHNOLOGIES LIMITED (FORMERLY KPIT ENGINEERING LIMITED) HELD ON FRIDAY, JULY 26, 2019.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanction of the National Company Law Tribunal ("Tribunal") having jurisdiction over the Company and subject to the approval of the members in a general meeting and such other authority as may be required, the draft Scheme of Merger by Absorption between Impact Automotive Solutions Limited ("Impact") with KPIT Technologies Limited ('Company') and their respective shareholders ('the Scheme') on the terms and conditions as stated therein as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby accepted and approved.

RESOLVED FURTHER THAT Mr. Kishor Patil, CEO & Managing Director, Mr. Vinit Teredesai, Chief Financial Officer and Ms. Nida Deshpande, Company Secretary be and are hereby severally authorized, to prepare and finalize the Scheme and to take all necessary steps for obtaining approvals, consent and confirmation for the said Scheme from the shareholders, the Tribunal, the stock exchanges, creditors, banks, financial institutions and all other authorities as applicable and to make and agree to all alterations in the said scheme, as may be suggested by the shareholders, the Tribunal, creditors, banks, financial institutions and all other authorities or any other person and to sign, declare, file, execute and submit all the pleadings including affidavits, applications, petitions, papers, deeds, documents, etc. as may be required to be filed with the authorities and to do such acts, deeds and things in this regard and to give full effect to and implement the said scheme.

RESOLVED FURTHER THAT Auditors' Certificate to the effect that the accounting treatment contained in the Scheme of Merger is in compliance with applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the rules framed thereunder, be obtained from the Statutory Auditor of the Company and furnish the same to the National Company Law Tribunal and/or other Statutory Authorities as may be required after approval by the authorized persons of the Company.

RESOLVED FURTHER THAT Mr. Kishor Patil, CEO & Managing Director, Mr. Vinit Teredesai, Chief Financial Officer and Ms. Nida Deshpande, Company Secretary be and are hereby severally authorized:

(a) to appoint Consultants to the Scheme to act on behalf of the Company and represent the Company at the Office of the Regional Director, Registrar of Companies/ Stock Exchanges/ SEBI and other Statutory Authorities and represent the Company in the Tribunal;
(b) directed to proceed with the Scheme and
(c) authorized to do such acts and deeds as are necessary to give effect to the Scheme.

KPIT

RESOLVED FURTHER THAT Mr. Kishor Patil, CEO & Managing Director, Mr. Vinit Teredesai, Chief Financial Officer and Ms. Nida Deshpande, Company Secretary be and are hereby severally authorized to certify and provide copies of this resolution for the purpose of filing the same with any statutory authority or for any other purpose."

For KPIT Technologies Limited
(Formerly KPIT Engineering Limited)

Nida Deshpande
Company Secretary
Membership No. - F6247
Address – Plot No. 17, Rajiv Gandhi Infotech Park,
MIDC-SEZ, Phase III, Maan, Taluka-Mulshi, Hinjawadi, Pune 411057.