

July 31, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Ltd.,
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip ID: KPIT
Scrip Code: 532400

Symbol: KPIT
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Notice of Annual General Meeting ("AGM").

Dear Sir / Madam,

Please find enclosed herewith the notice of AGM of the Company to be held on Wednesday, August 23, 2017.

Request you to take note of the same.

Thanking you,

Yours faithfully,

For **KPIT Technologies Limited**

S Padve



Sneha Padve
Company Secretary & Compliance Officer

Encl.: - As mentioned above.

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of KPIT Technologies Limited will be held on Wednesday, August 23, 2017, at 10.30 a.m., at KPIT Auditorium, SDB – II, 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC, Hinjawadi, Pune – 411057, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017, together with the reports of the Auditors and the report of the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2017, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2017.
[The Board has recommended dividend at ₹ 2.20 per equity share of ₹ 2/- each (at 110%)].
4. To appoint a Director in place of Mr. S. B. (Ravi) Pandit (DIN: 00075861), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors.

SPECIAL BUSINESS

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Lila Poonawalla (DIN: 00074392), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a period of five years from April 1, 2017, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. R. A. Mashelkar (DIN: 00074119), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a period of five years from April 1, 2017, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Adi Engineer (DIN: 00016320), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a period of five years from April 1, 2017, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Prof. Alberto Sangiovanni Vincentelli (DIN: 05260121), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a period of five years from April 1, 2017, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

By Order of the Board of Directors
For **KPIT Technologies Limited**

Pune
April 26, 2017

Sneha Padve
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at (<http://www.kpit.com/company/investors/corporate-governance>).
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder.
5. Proxies are requested to bring their valid photo identity proof at the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, August 12, 2017 to Wednesday, August 23, 2017 (both days included)**.
7. Members holding shares in physical form are requested to communicate immediately any change in address to the Registrar & Share Transfer Agent of the Company at Link Intime India Private Limited (Attention - Mr. Bhagavant Sawant) Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001, Telephone: +91-20-26161629, E-mail: bhagavant.sawant@linkintime.co.in. Members holding shares in dematerialized form are requested to notify change in address, if any, to their respective Depository Participants (DPs).
8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chief Financial Officer at anil.patwardhan@kpit.com or to the secretarial department at connectwithus@kpit.com so as to reach them at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
9. The Securities and Exchange Board of India (“SEBI”) has made it mandatory to distribute dividends through National Electronic Clearing System (NECS). Members holding shares in demat form are requested to notify change in their bank account details, if any, to their DPs immediately and not to send the requests directly to the Company or to its Registrar & Share Transfer Agent.

Members holding shares in physical form are requested to intimate change in their Bank account details, if any, to the Registrar & Share Transfer Agent of the Company.
10. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to



their DPs. Members holding shares in physical form are required to submit their PAN details to the Company, or to its Registrar & Share Transfer Agent.

11. Members are requested to:

- quote their Registered Folio number in case of shares in physical form and DP ID and Client ID in case of shares in demat form, in their correspondence(s) to the Company.
- direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the Registrar & Share Transfer Agent of the Company or to the Registered Office of the Company.
- bring copies of the Annual Report and the Attendance Slip duly filled-in at the Annual General Meeting.
- take note that SEBI has included the securities of the Company in the list of companies for compulsory settlement of trades in dematerialized form for all the investors effective June 26, 2000. Accordingly, shares of the Company can be traded only in dematerialized form with effect from June 26, 2000. Members holding shares in physical form are, therefore, requested to get their shares dematerialized at the earliest.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the resolution of the Board authorizing their representative to attend and vote on their behalf at the meeting.

12. A certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Plan 2004, Employee Stock Option Plan 2006, Employee Stock Option Plan 2014 and Employee Stock Option Plan 2015 are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be placed before the members at the Meeting.

13. Members wishing to claim the unpaid dividend, are requested to correspond with the Registrar & Share Transfer Agent of the Company at Link Intime India Private Limited (Attention - Mr. Bhagavant Sawant) Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001. Telephone: +91- 20-26161629, E-mail: bhagavant.sawant@linkintime.co.in.

Members are requested to note that dividend which are not encashed or claimed within seven years from the date of transfer of the dividend to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund ("IEPF").

Please note that pursuant to Section 124(6) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Amendment Rules, 2016 ("Rules") as amended from time to time, shares in respect of such dividend will be transferred in the name of IEPF including all benefits accruing on such shares. The Company has sent out individual communication to shareholders whose dividends remain unclaimed for seven years and published an advertisement in newspapers, inviting such shareholders to claim their dividend. The information in respect of such shares is uploaded on the website of the Company (<https://www.kpit.com/company/investors/policies-reports-filings>). Members can claim back such dividend and shares including all benefits accruing on such shares from the IEPF Authority after following the procedure prescribed in the Rules.

14. The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2008-09, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

15. All documents referred to in any item of business hereinabove will be available for inspection at the Company's registered office on all working days, except holidays during business hours upto the date of the Annual General Meeting.

16. Members interested in availing transport facility (within Pune) for attending the Annual General Meeting are requested to register themselves at least five days before the meeting by contacting Ms. Shalini Vishwakarma at shalini.vishwakarma@kpit.com at +91-20-6652-5000, Extn. - 2915.

17. Pursuant to the provisions of Section 108 of the Companies Act, 2013, the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing an option to the shareholders to exercise their right to vote by electronic means (e-voting). Instructions for e-voting are attached to this notice.

- 18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
- 19. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government]

ITEM NO.: 4

Mr. S. B. (Ravi) Pandit, aged 67 years, is a Director, Co-founder and Chairman of the Company since inception. He is a gold medalist and fellow member of the Institute of Chartered Accountants of India and an associate member of the Institute of Cost Accountants of India. With a Master’s degree from Sloan School of Management, MIT, Cambridge, USA, he has extensive experience of over four decades in the fields of information technology, corporate strategy formulation and management consulting, accounting and audit. From his accounting roots, Mr. Pandit, along with his team, built KPIT into a global technology company, with leadership in sharply defined focus areas. He has previously worked as an Audit Professional at Alexander Grant & Co., USA, following which he became a partner at Kirtane & Pandit LLP, Chartered Accountants. Mr. Pandit possesses 42 years of experience.

The details of his directorships in other Indian companies are as follows:

Name of the company	Designation
Finolex Cables Limited	Director
K & P Capital Services Limited	Director
KP Corporate Solutions Limited	Director
Kirtane & Pandit Consulting Private Limited	Director
Kirtane Pandit Foundation Private Limited	Director
K & P Management Services Private Limited	Director
Aga Khan Rural Support Programme (India)	Director

He does not hold any membership or chairmanship of any committees in other Indian companies.

At KPIT, Mr. Pandit is the Chairman of Corporate Social Responsibility Committee and ESOP Allotment Committee and a member of Audit Committee, Nomination and Remuneration (HR) Committee, Stakeholders Relationship Committee, Risk Management Committee and Innovation Council.

Mr. Pandit is currently holding office as a Whole-time Director of the Company for a period of five years from April 1, 2014, subject to retirement by rotation. Since the proposed re-appointment is caused by his retirement by rotation and the members have already approved his remuneration upto March 31, 2019, no additional remuneration will be payable to Mr. Pandit consequent upon his re-appointment as a Director.

Mr. Pandit attended all 6 meetings of Board of the Company during the year.

Mr. Pandit holds 430,500 shares in the Company as on March 31, 2017.

Mr. Pandit is not related to any other Director or key managerial personnel of the Company or the relatives of Directors or key managerial personnel.

Mr. Pandit will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of a Whole-time Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 6

Ms. Lila Poonawalla, aged 72 years, was appointed as a Director since May 30, 2008 and as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, with effect from April 1, 2014, for a period of three years.

Ms. Lila Poonawalla is a Mechanical Engineer and was awarded the Padmashree in 1989 in recognition of her exemplary contribution to the world of Engineering and Industry. She was the Chairperson and Managing Director of Alfa Laval-Tetra Pak India and was the first woman to hold the post of Managing Director in the Alfa Laval group. She was also a member of the Scientific Advisory Board of the Central Cabinet (SAC-C) and Chairperson of the Herbal and Floriculture Taskforce of SAC-C. She has been on the governing body of organizations like the Confederation of Indian Industries (CII) and Technology



Information Forecasting and Assessment Council (TIFAC) formed by the Government of India. Actively involved in social initiatives, she is on the board of trustees of two Pune-based NGOs. In 1994, she started the 'Lila Poonawalla Foundation' to promote education among women. Ms. Poonawalla possesses 50 years of experience.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration (HR) Committee, in its meeting held on February 17, 2017, re-appointed Ms. Lila Poonawalla as an Additional & Independent Director w.e.f. April 1, 2017 and she holds office till the date of the ensuing Annual General Meeting and is eligible for re-appointment.

The details of her directorships and membership of committees in other Indian companies are as follows:

Name of the company	Designation
Blossom Industries Limited	Director
Bajaj Allianz General Insurance Company Limited	Director
Bajaj Allianz Life Insurance Company Limited	Director
VE Commercial Vehicles Limited	Director
Impact Automotive Solutions Limited	Director
Nihilent Technologies Limited	Director
Pragati Leadership Institute Private Limited	Director
NobleTek PLM Solutions Private Limited	Director

Name of the company	Name of the committee	Chairperson / Member
Impact Automotive Solutions Limited	• Audit Committee	Chairperson
	• Nomination and Remuneration Committee	Member
Bajaj Allianz General Insurance Company Limited	• Audit Committee	Member
	• Nomination and Remuneration Committee	Member
Bajaj Allianz Life Insurance Company Limited	• Audit Committee	Member
	• Nomination and Remuneration Committee	Member
NobleTek PLM Solutions Private Limited	Audit Committee	Member
Blossom Industries Limited	Remuneration Committee	Member

At KPIT, Ms. Poonawalla is the Chairperson of the Audit Committee and Risk Management Committee and a member

of Nomination and Remuneration (HR) Committee, Quality Council Committee, and Innovation Council.

Ms. Poonawalla attended all 6 meetings of Board of the Company during the year.

Ms. Poonawalla holds 130,000 shares in the Company as on March 31, 2017.

As per the provisions of the Companies Act, 2013, the re-appointment of Independent Director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the re-appointment of Ms. Poonawalla as an Independent Director in the Annual General Meeting for a period of five years from April 1, 2017, not liable to retire by rotation.

Ms. Poonawalla will be entitled to receive sitting fees and commission in the same manner as any other Independent Director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<http://www.kpit.com/company/investors/corporate-governance>).

The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing Ms. Poonawalla's candidature for the office of a Director of the Company.

Ms. Lila Poonawalla has submitted a declaration of her independent status as required under Section 149 of the Companies Act, 2013, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Ms. Poonawalla fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as an Independent Director and Ms. Lila Poonawalla is independent of the management.

Considering the qualifications, experience, expertise, the accomplishments alongwith the performance evaluation as an Independent Director of Ms. Lila Poonawalla, the Board of Directors is of the view that appointment of Ms. Lila Poonawalla as an Independent Director will benefit the Company and recommends the special resolution set forth as Item No. 6 of the Notice for the approval of the shareholders.

Ms. Lila Poonawalla is not related to any other Director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.



Ms. Lila Poonawalla will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an Independent Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 7

Dr. R. A. Mashelkar, aged 74 years, was appointed as a Director since May 30, 2008 and as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, with effect from April 1, 2014, for a period of three years.

Dr. R. A. Mashelkar, a Chemical Engineer by profession, has been hugely instrumental in propagating a culture of innovation and balanced intellectual property rights regime for over a decade. He is the Chancellor of Academy of Scientific & Innovative Research. He was the third Indian engineer to have been elected as a Fellow of Royal Society (FRS), London, the first Indian President of the Institute of Chemical Engineers, UK and the first Indian to be the Foreign Fellow of Australian Technological Science and Engineering Academy (2008). Twenty-eight universities have honoured him with honorary doctorates, which include Universities of London, Salford, Pretoria, Wisconsin and Delhi. Dr. Mashelkar served as the Director General of Council of Scientific and Industrial Research (CSIR). He was also the President of Indian National Science Academy (2005-2007). Dr. Mashelkar has won over 50 awards and medals at national and international levels and was honoured by the President of India with Padma Vibushan award in 2014. Earlier, he was conferred Padma Shri award (1991) and Padma Bhushan award (2000), in recognition of his contribution to nation building. Dr. Mashelkar possesses 48 years of experience.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration (HR) Committee, in its meeting held on February 17, 2017, re-appointed Dr. R. A. Mashelkar as an Additional & Independent Director w.e.f. April 1, 2017 and he holds office till the date of the ensuing Annual General Meeting and is eligible for re-appointment.

The details of his directorships and membership of committees in other Indian companies are as follows:

Name of the company	Designation
Reliance Industries Limited	Director
Thermax India Limited	Director
Tata Motors Limited	Director

Name of the company	Designation
TAL Manufacturing Solutions Limited	Director
Piramal Enterprises Limited	Director
Vyome Bioscience Private Limited	Director
Sakal Papers Private Limited	Director
Invictus Oncology Private Limited	Director
International Longevity Centre - India (Section 8 Company)	Director
Gharda Scientific Research Foundation (Section 8 Company)	Director
Gharda Medical & Advanced Technologies Foundation	Director

Name of the company	Name of the committee	Chairman / Member
Piramal Enterprises Limited	• Audit & Risk Committee	Member
Tata Motors Limited	• Safety, Health and Environment (SHE) Committee	Chairman
	• Corporate Social Responsibility (CSR) Committee	Chairman
	• Audit Committee	Member
	• Nomination and Remuneration Committee	Member
Reliance Industries Limited	• Risk Management Committee	Member
	• Audit Committee	Member
	• Corporate Social Responsibility (CSR) Committee	Member
TAL Manufacturing Solutions Limited	• Remuneration Committee	Member
	Nomination and Remuneration Committee	Member

At KPIT, Dr. Mashelkar is the Chairman of Stakeholder Relationship Committee and Innovation Council.

Dr. Mashelkar attended 4 meetings of Board of the Company during the year.



Dr. Mashelkar holds 56,000 shares in the Company as on March 31, 2017.

As per the provisions of the Companies Act, 2013, the re-appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the re-appointment of Dr. Mashelkar as an Independent Director in the Annual General Meeting for a period of five years from April 1, 2017, not liable to retire by rotation.

Dr. Mashelkar will be entitled to receive sitting fees and commission in the same manner as any other Independent Director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<http://www.kpit.com/company/investors/corporate-governance>).

The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing Dr. R. A. Mashelkar's candidature for the office of a Director of the Company.

Dr. R. A. Mashelkar has submitted a declaration of his independent status as required under Section 149 of the Companies Act, 2013, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Dr. Mashelkar fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as an Independent Director and Dr. R. A. Mashelkar is independent of the management.

Considering the qualifications, experience, expertise, the accomplishments alongwith the performance evaluation as an Independent Director of Dr. R. A. Mashelkar, the Board of Directors is of the view that appointment of Dr. R. A. Mashelkar as an Independent Director will benefit the Company and recommends the special resolution set forth as Item No. 7 of the Notice for the approval of the shareholders.

Dr. Mashelkar is not related to any other Director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Dr. R. A. Mashelkar will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an Independent Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 8

Mr. Adi Engineer, aged 79 years, was appointed as a Director since October 22, 2013 and as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, with effect from April 1, 2014, for a period of three years.

Mr. Adi Engineer is a Civil Engineer and was associated with Tata group of companies for nearly three decades. Mr. Engineer was Managing Director of Tata Power Limited. In that role, he transformed Tata Power by successfully launching various new initiatives which led to improved profitability. Tata Power also received "Good Corporate Citizen" award during his tenure. Mr. Engineer possesses 57 years of experience.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration (HR) Committee, in its meeting held on February 17, 2017, re-appointed Mr. Adi Engineer as an Additional & Independent Director w.e.f. April 1, 2017 and he holds office till the date of the ensuing Annual General Meeting and is eligible for re-appointment.

The details of his directorships and membership of committees in other Indian companies are as follows:

Name of the company	Designation
Finolux Cables Limited	Director
Impact Automotive Solutions Limited	Director

Name of the company	Name of the committee	Chairman / Member
Impact Automotive Solutions Limited	• Nomination and Remuneration Committee	Chairman
	• Audit Committee	Member

At KPIT, Mr. Engineer is the Chairman of the Nomination and Remuneration (HR) Committee and a member of the Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee.

Mr. Engineer attended all 6 meetings of Board of the Company during the year.

Mr. Engineer does not hold any shares in the Company as on March 31, 2017.

As per the provisions of the Companies Act, 2013, the re-appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the re-appointment of Mr. Engineer as an Independent Director in the Annual General Meeting for a period of five years from April 1, 2017, not liable to retire by rotation.

Mr. Engineer will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<http://www.kpit.com/company/investors/corporate-governance>).

The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing Mr. Adi Engineer's candidature for the office of a Director of the Company.

Mr. Adi Engineer has submitted a declaration of his independent status as required under Section 149 of the Companies Act, 2013, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Mr. Engineer fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as an Independent Director and Mr. Adi Engineer is independent of the management.

Considering the qualifications, experience, expertise, the accomplishments alongwith the performance evaluation as an Independent Director of Mr. Adi Engineer, the Board of Directors is of the view that appointment of Mr. Adi Engineer as an Independent Director will benefit the Company and recommends the special resolution set forth as Item No. 8 of the Notice for the approval of the shareholders.

Mr. Engineer is not related to any other Director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Mr. Adi Engineer will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 9

Prof. Alberto Sangiovanni Vincentelli, aged 69 years, was appointed as a Director since April 30, 2012 and as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, with effect from April 1, 2014, for a period of three years.

Prof. Alberto Sangiovanni Vincentelli is an Engineer and was a co-founder of Cadence and Synopsys, two leading companies in the area of Electronic Design Automation. He is the Chief Technology Adviser of Cadence. Prof. Alberto is a member of the Board of Directors of Cadence. He was a member of the HP Strategic Technology Advisory Board. He is currently a member of the Science and Technology Advisory Board of General Motors, as well as a member of the Technology Advisory Council of United Technologies Corporation. He is also a Professor with University of California, Berkeley, and Department of Electrical Engineering & Computer Sciences. Prof. Alberto possesses 46 years of experience.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration (HR) Committee, in its meeting held on February 17, 2017, re-appointed Prof. Alberto Sangiovanni Vincentelli as an Additional & Independent Director w.e.f. April 1, 2017 and he holds office till the date of the ensuing Annual General Meeting and is eligible for re-appointment.

Prof. Alberto does not hold any directorship and membership of committees in other Indian companies.

At KPIT, Prof. Alberto is a member of the Quality Council Committee and Innovation Council.

Prof. Alberto Sangiovanni Vincentelli attended 5 meetings of Board of the Company during the year.

Prof. Alberto does not hold any shares in the Company as on March 31, 2017.

As per the provisions of the Companies Act, 2013, the re-appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the re-appointment of Prof. Alberto Sangiovanni Vincentelli as an Independent Director in the Annual General Meeting for a period of five years from April 1, 2017, not liable to retire by rotation.

Prof. Alberto will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of



appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<http://www.kpit.com/company/investors/corporate-governance>).

The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing Prof. Alberto Sangiovanni Vincentelli's candidature for the office of a Director of the Company.

Prof. Alberto has submitted a declaration of his independent status as required under Section 149 of the Companies Act, 2013, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Prof. Alberto Sangiovanni Vincentelli fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as an Independent Director and Prof. Alberto is independent of the management.

Considering the qualifications, experience, expertise, the accomplishments alongwith the performance evaluation as an Independent Director of Prof. Alberto Sangiovanni Vincentelli, the Board of Directors is of the view that appointment of Prof. Alberto Sangiovanni Vincentelli as an Independent Director will benefit the Company and recommends the special resolution set forth as Item No. 9 of the Notice for the approval of the shareholders.

Prof. Alberto is not related to any other Director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Prof. Alberto will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting" or "e-voting") will be provided by the National Securities Depository Limited (NSDL).

- II. The facility for casting the vote through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, August 18, 2017 (09:00 a.m.) and ends on Tuesday, August 22, 2017 (05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August, 16, 2017, may cast their vote by remote e-voting. The remote e-voting shall be disabled by NSDL after the remote e-voting period ends. Once the vote is cast, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]:
 - (i) Open e-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.

- (iii) Click on Shareholder - Login.
- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) When password change menu appears, please change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Once the home page of remote e-voting opens, click on "remote e-voting: Active Voting Cycles".
- (vii) Select "EVEN" of "KPIT Technologies Limited".
- (viii) Now Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company / Depository Participant(s)]:

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM in the following manner:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available under the downloads section of www.evoting.nsdl.com or contact Mr. Amit Vishal, Senior Manager at amitv@nsdl.co.in or evoting@nsdl.co.in or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password / PIN for casting your vote.

NOTE:
Shareholders who forgot the User Details / Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).

- VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to the number of shares held by the member as on the cut-off date, i.e. Wednesday, August, 16, 2017.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Wednesday, August, 16, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or bhagavant.sawant@linkintime.co.in.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only



shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

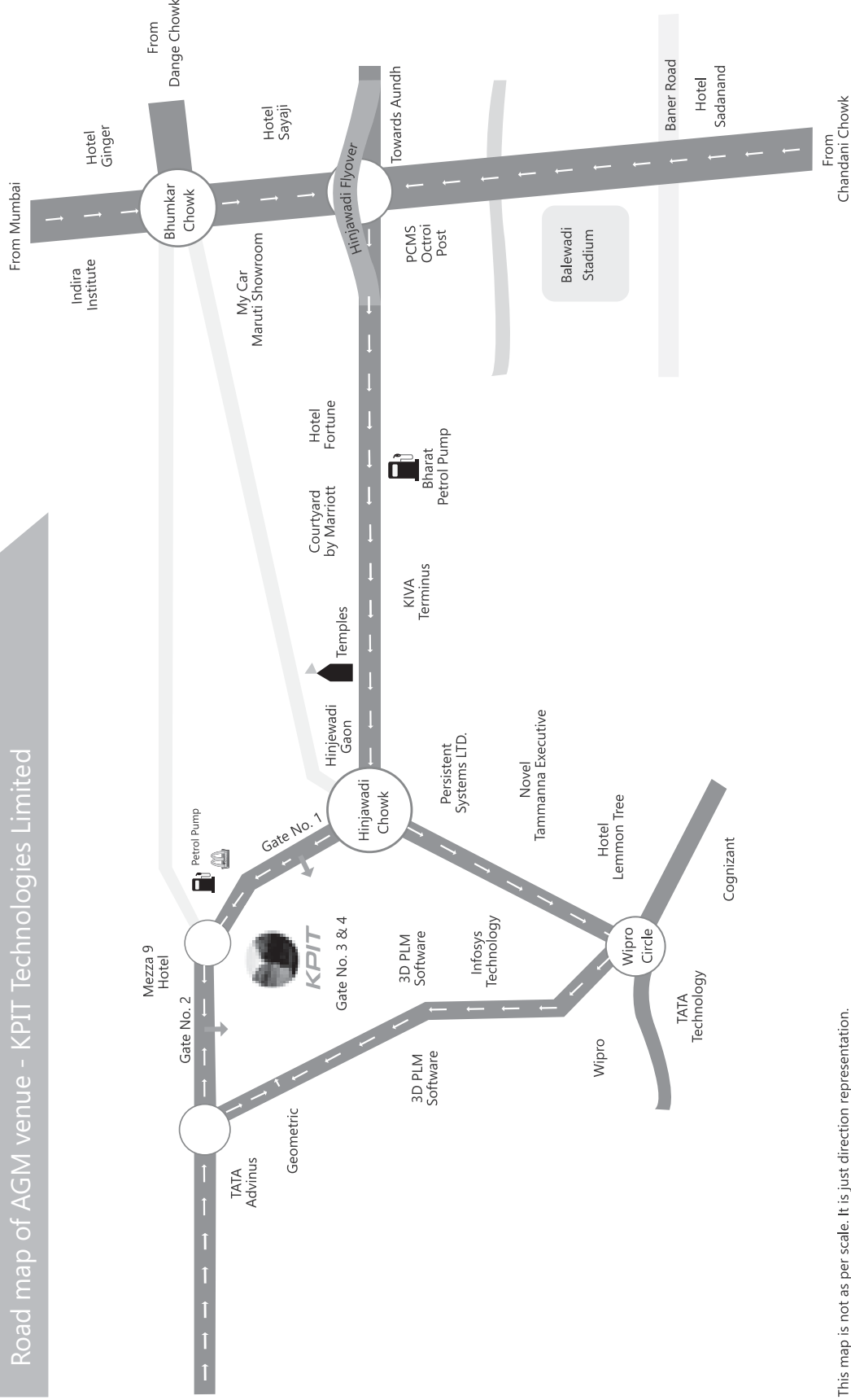
- XIII. The Company has appointed Mr. Jayavant Bhave, Proprietor, J. B. Bhave & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process and ballot process in a fair and transparent manner.
- XIV. The Chairman will, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of "Ballot Paper" for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting

and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.kpit.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.



Road map of AGM venue - KPIT Technologies Limited



This map is not as per scale. It is just direction representation.



KPIT TECHNOLOGIES LIMITED

CIN: L72200PN1990PLC059594

Registered & Corporate Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC, Hinjawadi, Pune – 411057, India.

Tel.: +91 20 6652 5000 | Fax: +91 20 6652 5001 | Email: connectwithus@kpit.com | Website: www.kpit.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No / Client Id:	
DP ID:	

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- 1) Name: _____ Email Id: _____ Address: _____

 _____ Signature: _____ or failing him / her
- 2) Name: _____ Email Id: _____ Address: _____

 _____ Signature: _____ or failing him / her
- 3) Name: _____ Email Id: _____ Address: _____

 _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 26th Annual General Meeting of the Company to be held on Wednesday, August 23, 2017 at 10.30 a.m. at KPIT Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune – 411057 and at any adjournment thereof in respect of such resolutions as are listed below:

Resolutions:

- To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017, together with the reports of the Auditors and the report of the Board of Directors thereon.
- To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2017, together with the reports of the Auditors thereon.
- To declare dividend for the financial year ended March 31, 2017.
- To appoint a Director in place of Mr. S. B. (Ravi) Pandit, who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of Statutory Auditors.
- To re-appoint Ms. Lila Poonwalla as an Independent Director.
- To re-appoint Dr. R. A. Mashelkar as an Independent Director.
- To re-appoint Mr. Adi Engineer as an Independent Director.
- To re-appoint Prof. Alberto Sangiovanni Vincentelli as an Independent Director.

Signed this ____ day of _____ 2017.

Signature of the shareholder

Signature of proxy holder(s)



Note: A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. The proxy, in order to be effective, must be duly filled, stamped, signed and deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.