

July 25, 2019

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

Scrip ID: KPITTECH Scrip Code: 542651

Kind Attn: The Manager, Department of Corporate Services National Stock Exchange of India Ltd., Exchange Plaza, C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051.

Symbol: KPITTECH

Series: EQ

Kind Attn: The Manager, Listing Department

Subject: Voting Results of Postal Ballot

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 and 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations") please find enclosed herewith the following:-

1. Voting results as required under Regulation 44 of the Regulations.

2. Report of Scrutinizer dated July 24, 2019, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 and read with Companies (Management and Administration) Rules, 2014.

The resolutions in the postal ballot notice have been deemed to be approved and passed with requisite 3/4<sup>th</sup> majority on July 23, 2019 which is the last date of receipt of postal ballot forms.

The voting results along with the scrutinizer's report will also be available on the Company's website <a href="www.kpit.com">www.kpit.com</a> and on the website of National Securities Depositories Limited <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a>.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For KPIT Technologies Limited (Formerly KPIT Engineering Limited)

Nida Deshpande

Company Secretary & Compliance Officer

Encl:- As mentioned above

0 +91 20 6770 6000

E info@kpit.com

W kpit.com

Jayavant B. Bhave B.Com. LL.B. Dip.IRPM.FCS



Office: Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058. Ph.: +91 020 - 25204357/59, E-mail: jbbhave@gmail.com

#### . Report of Scrutinizer on Postal Ballot and Remote E-Voting

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Companies

(Management and Administration) Rules, 2014]

July 24, 2019

To
Mr. S.B. (Ravi) Pandit
Chairman
KPIT Technologies Limited
(Formerly KPIT Engineering Limited)
Plot No. 17, Rajiv Gandhi Infotech Park,
MIDC-SEZ, Phase III, Maan, Taluka-Mulshi,
Hinjawadi, Pune 411057, India

Dear Sir,

Sub: Report of Scrutinizer on Voting Process (including Physica! Postal Ballot and Remote E-voting) conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of KPIT Technologies Limited (Formerly KPIT Engineering Limited) ('the Company') issued the postal ballot notice dated June 17, 2019 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolutions as set out in the notice by way of Voting by electronic means ("remote e-voting") or physical postal ballots; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration ) Rules , 2014.

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I, Jayavant B. Bhave, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on June 17, 2019 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting and voting by physical postal ballots; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice and reproduced herein below:

#### SPECIAL RESOLUTIONS

- Approval of 'KPIT Technologies Limited Employee Stock Option Scheme 2019A' and grant of Stock Options to the employees of the Company
- 2. Grant of Stock Options to the employees of the Subsidiary Company (ies) of the Company under KPIT Technologies Limited Employee Stock Option Scheme 2019A
- 3. Approval of KPIT Technologies Limited Employee Stock Purchase Scheme 2019 and grant of equity shares to the employees of the Company
- 4. Grant of equity shares to the employees of the Subsidiary Company (ies) of the Company under KPIT Technologies Limited - Employee Stock Purchase Scheme 2019

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules there under relating to remote e-voting or by way of physical postal ballots. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the physical Postal Ballots and E-Voting System provided by the National Securities Depository Limited (NSDL) the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose.

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I hereby submit my report on the Special Resolutions proposed in the postal ballot notice as under:

- The members of the company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. June 14, 2019 were entitled to vote on the Special Resolutions in the notice.
- The postal ballot notice along with the postal ballot form was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company had dispatched postal ballot notice along with the postal ballot forms and postage prepaid selfaddressed business reply envelops on June 21, 2019.
- 3. The Company has published on June 22, 2019, an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English), Indian Express (English) and Loksatta (Marathi).
- 4. The votes exercised through e-voting facility from Monday, June 24, 2019 (9.00 a.m. IST) till Tuesday, July 23, 2019 (5.00 p.m. IST) and all physical postal ballot forms received till 5:00 PM on July 23, 2019; being the last date for receipt of postal ballot forms and remote e-voting; were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:00 PM on Tuesday, July 23, 2019 were not considered for my scrutiny.
- After the closure of Voting period on July 23, 2019, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
- 6. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>). The physical postal ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
- 7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and votes casted by physical postal ballots and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014; for the purpose of this report.
- No member has voted through both the modes i.e. remote e-voting as well as physical postal ballot.

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9. The results of voting are as under:-

# a] Summary of Votes cast by remote e-voting and physical postal ballot (As per Companies Act 2013)

Resolution No. 1- Approval of 'KPIT Technologies Limited - Employee Stock Option Scheme 2019A and grant of Stock Options to the employees of the Company

Particulars	Physical F	Postal Ballot	. Remote	E-voting	Total (Phys Ballot Forms E-vo	% of Total valid postal ballot and e-	
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	votes
a. Total postal ballot forms/e- votes received	95	78247839	483	94488123	578	172735962	NA
b.1 Less: Invalid postal ballot forms	3	460	0	0	3	460	NA
b.2 No. of less votes cast	4	228	2	12985	6	13213	NA
b.3 abstained votes	0	0	0	0	0	G	NA
c. Net Valid Postal Ballot Forms and/ or e- votes (a - b.1)	92	78247151	483	94475138	575	172722289	100
d. Postal Ballot Forms/E- votes with Assent	90	78247149	409	87141046	499	165388195	95.7538
e. Postal ballot Forms/E- votes with Dissent	2	2	74	7334092	76	7334094	4.2462

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Resolution No. 2- Grant of Stock Options to the employees of the Subsidiary Company(ies) of the Company under KPIT Technologies Limited - Employee Stock Option Scheme 2019A

Particulars	Physical Pe	ostal Ballot	Remote	E-voting	Total (Physica Forms and vot	% of Total valid postal ballot and e-	
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	votes
a. Total postal ballot forms/e- votes received	95	78247839	483	94488123	578	172735962	NA.
b.1 Less: Invalid postal ballot forms	3	460	0	0	3	460	NA
b.2 No. of less votes cast	4	228	2	12985	6	13213	NA
b.3 abstained votes	0	0	0	0	0	0	NA
c. Net Valid Postal Ballot Forms and/ or e- votes (a - b.1)	92	78247151	483	94475138	575	172722289	100
d. Postal Ballot Forms/E- votes with Assent	90	78247149	389	87402735	479	165649884	95.9053
e. Postal ballot Forms/E- votes with Dissent	2	2	94	7072403	96	7072405	4.0947

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Resolution No. 3- Approval of KPIT Technologies Limited - Employee Stock Purchase Scheme 2019 and grant of equity shares to the employees of the Company

Particulars	Physical Po	ostal Ballot	Remote	E-voting	Total (Phys Ballot Forms E-vo		% of Total valid postal ballot and e-
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	votes
a. Total postal ballot forms/e- votes received	. 95	78247839	482	94488088	577	172735927	NA
b.1 Less: Invalid postal ballot forms	3	460	O	0	3	460	NA
b.2 No. of less votes cast	4	228	2	12985	6	13213	NA
b.3 abstained votes	0	0	0	0	. 0	0	NA
c. Net Valid Postal Ballot Forms and/ or e- votes (a - b.1)	92	78247151	482	94475103	574	172722254	100
d. Postal Ballot Forms/E- votes with Assent	90	78247149	305	57411669	395	135658818	78.5416
e. Postal ballot Forms/E- votes with Dissent	2	2	177	37063434	179	37063436	21.4584

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Resolution No. 4- Grant of equity shares to the employees of the Subsidiary Company(ies) of the Company under KPIT Technologies Limited - Employee Stock Purchase Scheme 2019

Particulars	Physical Po	ostal Ballot	Remote	E-voting	Total (Phys Ballot Forms E-vo	and Remote	% of Total valid postal ballot and e-
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	votes
a. Total postal ballot forms/e- votes received	95	78247839	481	94487938	576	172735777	NA
b.1 Less: Invalid postal ballot forms	3	460	0	0	3	460	NA
b.2 No. of less votes cast	4	228	2	12985	6	13213	NA
b.3 abstained votes	0	0	0	0	0	0	NA
c. Net Valid Postal Ballot Forms and/ or e- votes (a - b.1)	92	78247151	481	94474953	573	172722104	100
d. Postal Ballot Forms/E- votes with Assent	89	78246749	286	57409103	375	135655852	78.5399
e. Postal ballot Forms/E- votes with Dissent	3	402	195	37065850	198	37066252	21.4601

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b] Total number of votes cast in favour and/ or against the Special Resolutions (As per Regulation 44 of SEBI LODR Regulations)

# Resolution No. 1

Na	Name of the Company			KPIT Technologies Limited (Formerly KPIT Engineering Limited)								
Da	Date of Postal Ballot			June 17, 2019								
Total number of shareholders on				(Voting start date: June 24, 2019 (9.00 a.m. IST) to July 23, 2019 (5.00 p.m. IST))								
	record d					57536	21,730	4 4				
No. of sha	reholders	present in the				date-June 14						
meeting ei	ither in per	son or through			1	Not Applicable	2					
	proxy:											
Promote	rs and Proi	moter Group:			D	ot Applicable		-				
	Public:				D	lot Applicable						
No. of Sh	ireholders	attended the	-									
meeting the	rough Vide	o Conferencing			N	lot Applicable		AWA				
Promoter	rs and Pror	noter Group:			N	lot Applicable						
	Public	2000	1		and the second second							
В	tesolution					lot Applicable						
,	esonution i	NO.1	Appro	val of 'KPIT Technolog	ies Limited - En	ployee Stock	Option Scheme 2019A	and grant of Stock				
Resi	olution Rec	quired :			Options to the	employees of	the Company					
Whather	Drom of	r/ promoter			Spe	cial Resolutio	n					
SAUGHIEL	re interes	ted in the		:4:		NO						
Brook a	nda/resol	ution?										
Category	Mode	No. of	No. of	N -614	T 2: -2	-	-	2				
	of Voting	shares	votes	% of Votes Polled on	No. of	No. of	% of Votes in	% of Votes				
			held polled outstanding	Votes – in favour	10000	favour on votes	against on votes					
			Fance	shares	ravour	Against	polled	polled				
				3.14123								
		[1]	121									
Promoter			[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*10				
and	E- Voting			20512289	17.9871	20512289	0	100	1			
Promoter	Postal											
Group	Ballot		78126307	58.5087	78126307	0	100					
	Danot			*	la contraction of the contractio							
	Total		98638596	86.4958	98638596	0	100					
Public	E-	94838270	73576425	77.5809	66345462		11.70					
nstitutions	Voting		73370423	77.5809	66345462	7230963	90.1721	9.8278				
	Postal		0	0	.0	0		*				
	Ballot			Ü	U	0	0	C				
	Total											
tutility ex	3.000		73576425	. 77.5809	66345462	7230963	90.1721	9.8278				
Public Non	E-	65266942	386424	0.5921	283295	103129	73.3119	26.6880				
iscitutions	Voting							20.0360				
	Postal Ballot		120844	0.1852	120842	2	99.9983	0.0016				
	Total							*,*****				
	rotal		507268	0.7773	404137	103131	79.6693	20.3307				
Total	1	274143808	172722289	63.0043	165388195	7334094	07.7550	1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2				
Total				69.0043	T03300T33	7334034	95,7538	4.2462				

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# Resolution No. 2

	Name of the (	Company	KPIT Technologies Limited (Formerly KPIT Engineering Limited)									
	Date of Post	al Ballot	June 17, 2019									
Total acco		holders on record	(Voting st	tart date: June 24,			23, 2019 (5.0	00 p.m. IST)				
rotal nun	date	noiders on record			57530							
No. of shar		ent in the meeting		le	ut-off date- Ju Not Appli							
either	in person or t	through proxy:			NOT APPIN	cable						
Prom	oters and Pro	moter Group:		Marion State of the State of th	. Not Applie	cable	-	-				
	Public	*			Not Applie	able						
		ended the meeting			Not Applic	able						
	ough Video Co oters and Pro	moter Group:			Not Applic	able						
	Public							- million				
	-2				Not Applic							
	Resolution	NO.Z	Grant of S	tock Options to the y under KPIT Tech	le employees c	of the Subsid	ary Company	(ies) of the				
			Compan	y under krit tech	20194		e stock Optio	n scheme				
1	Resolution Re	quired :		Special Resolution								
		omoter group are	NO									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against or votes polled				
		[1]	[2]	[3]={[2]/[1]}*1 00	[4]	[5]	[6]={[4]/[ 2]}*100	[7]={[5]/[ 2]}*100				
Promoter	E-Voting	114038596	20512289	17.9871	20512289	0	100	2), 100				
and Promoter Group	Postal Ballot		78126307	68.5087	78126307	0	100	0				
	Total		98638596	86.4958	98638596	0	100	0				
Public	E-Voting	94838270	73576425	77.5809	66615377	6961048	90.5390	9.4609				
Institutions	Postal . Ballot		0	0	0	0	0	0				
	Total		73576425	77.5809	66615377	6961048	90.5390	9.4609				
Public Non	E-Voting	65266942	386424	0.2695	275069	111355	71.1832	28.8167				
nstitutions	Postal Ballot		120844	0.1852	120842	2	99.9983	0.0016				
	Total		507268	0.7773	395911	111357	78.0477	21.9523				
Total		274143808	172722289	63.0043	165649884	7072405	95.9053	4.0947				

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# Resolution No 3

Nan	Name of the Company			KPIT Technologies Limited (Formerly KPIT Engineering Limited)							
Dat	e of Postal B	allot	June 17, 2019 (Voting start date: June 24, 2019 (9.00 a.m. IST) to July 23, 2019 (5.00 p.m. IST))								
T			(Votin	g start date: Ju	ne 24, 2019 (9.		to July 23, 2019	(5.00 p.m. IST))			
lotal nun	nber of share record date				In . 25 1	57536					
No of sha	reholders pre					ate- June 14, t Applicable	2019)				
	ther in perso				140	<i>к</i> дрисавіе					
Promoter	s and Promo	ter Group:			No	t Applicable					
	Public: .				No	t Applicable	iii III				
	reholders at ough Video (	tended the Conferencing:			No	t Applicable					
Promoter	s and Promo	ter Group:			No	t Applicable					
	Public				No	t Applicable					
	esolution No	-womenie s	· Approva		quity shares to	the employe	ees of the Comp	Scheme 2019 and any			
Res	olution Requ	ired :			Speci	ial Resolution					
are	Whether promoter/ promoter group are interested in the agenda/resolution?		NO .								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]	[2]	[3]={[2]/[1] }*100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]}*10 0			
Promoter	E-Voting	114038596	20512289	17.9871	20512289	0	100	C			
and Promoter Group	Postal Ballot		78126307	68.5087	78126307	0	100	0			
	Total		98638596	86.4958	98638596	0	100	G			
Public	E-Voting	94838270	73576425	77.5809	36616455	36959970	49.7665	50.2334			
Institutions	Postal Ballot		. 0	0	0	0	0	O			
	Total		73576425	77.5809	36616455	36959970	49.7665	50.2334			
Public Non	E-Voting	65266942	386389	0.5920	282925	103464	73.2228	26.7771			
Institutions	Postal Ballot		120844	0.1852	120842	2	99.9983	0.0016			
	Total		507233	0.7772	403767	103466	79.6019	20.3981			
Total		274143808	172722254	630043	135658818	37063436	78.5416	21.4584			

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# Resolution No. 4

Name of the Company:  Date of Postal Ballot:			KPIT Technologies Limited (Formerly KPIT Engineering Limited)							
				77.00		PIT Engineerii une 17, 2019	ng Limited)			
			(V)	oting start date: J	une 24, 2019 (	9.00 a.m. IST	) to July 23, 2019 (5.	00 a = (ET)		
		reholders on				57536	/ to July 25, 2019 (5.	00 p.m. (ST))		
	d date/cut-				(Cut-off	date- June 14	, 2019)			
meeting e	areholders p	oresent in the				lot Applicable	The second secon			
eung c	proxy:	on or undugn								
Promote	ers and Pron	oter Group:			P	lot Applicable				
THE PARTY OF THE P	Public:				- A	1100				
No. of Sh	ambaldar :	ittended the				lot Applicable				
meeting th	rough Video	Conferencing			N	lot Applicable				
		oter Group:		10 m 10 m	N.	ot Applicable	101			
	Public		-	· · · · · · · · · · · · · · · · · · ·		10 10 10 No. 10 10 10 10 10 10 10 10 10 10 10 10 10		tina a		
						ot Applicable				
	Resolution N	10.4	Grant of	equity shares to the	employees of t	he Subsidiary (	Company(ies) of the Co	mpany under KPI		
Pac	olution Req	utead :		Technolog			urchase Scheme 2019			
					Spe	cial Resolution				
interested i	moter/ pron in the agend	noter group are a/resolution?	NO							
Category	Mode	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes		
	of	shares held	votes	Polled on	Votes - in	Votes -	favour on votes	against on		
	Voting		polled	outstanding	favour	Against	polled	votes polled		
					shares					
		[1]	[2]	[3]={[2]/[1]}*1 00	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*:		
Promoter	E-	114038596	205,12289	17.9871	20512289	0	100	(		
Promoter	Voting Postal	-	70435307		1			: 41:		
Group	Ballot		78126307	68.5087	78126307	0	100	(		
1 -	Total		98638596	. 86.4958	98638596	0	100	0		
Public	E-	94838270	73576425	77.5809	36616455	36959970	49,7665	50.2334		
Institutions	Voting		State West				33.73703	30.2.334		
	Postal		0	0	0	0	0	(		
	Ballot									
	Total		73576425	77.5809	36616455	36959970	49.7665			
Public Non	E-	65266942	386239	221, 97,829,03				50.2334		
nstitutions	Voting	03200342	200239	0.5918	280359	105880	72.5869	27.4130		
	Postal		120844	0.1852	120442	402	80.6633			
	Ballot		7277213	V.1032	120442	402	99.6673	0.3326		
	Total		507083	0.777	400801	106282	79.0405	20.9595		
Total '		274143808	172722104							
			-11111104	63.0042	135655852	37066252	78.5399	21,4601		

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11. All registers, relevant records and other incidental papers, ballot papers, particulars of shareholders such as name, folio number or DP ID/ Client ID, number of shares dissented, number of shares rejected and other papers related to e-voting, postal ballot papers and ballot papers of voting at the meeting which are in my safe custody have been handed over to the Company Secretary of the Company for safe keeping.

# Result

Based on the above results, all the Special Resolutions from Sr. No. 1 to 4 mentioned herein above proposed to Members of KPIT Technologies Limited (Formerly known as KPIT Engineering Limited) stand passed with requisite 3/4<sup>th</sup> majority.

The Chairman may accordingly declare the result of voting through remote e-voting facility and voting by Physical Postal Ballot in respect of Special resolutions mentioned in the Postal Ballot Notice.

Thanking You, Yours faithfully,

Jayavant B Bhave

**Company Secretary in Whole-time Practice** 

FCS 4266 CP 3068

Scrutinizer appointed for the Postal Ballot Process

[Including Remote e-voting and Voting by physical postal ballot]

Counter-signed by:

For KPIT Technologies Limited

(Formerly KPIT Engineering Limited)

Nida Deshpande Company Secretary

Date: July 24, 2019 Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 5:25 PM on

Tuesday, July 23, 2019.

Ruchita Deshpande

Tanmay Pethkar