

August 02, 2023

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: KPITTECH

Scrip Code: 542651

Symbol: KPITTECH

Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject:- Notice of 6th Annual General Meeting (“AGM”) of KPIT Technologies Limited (“the Company”).

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 6th AGM of the Company for the year ended March 31, 2023, to be held on Tuesday, August 29, 2023, at 3:00 p.m. (IST), through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”).

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed Tuesday, August 22, 2023, as the cut-off date to record the entitlement of the Members to cast their votes through e-voting for the AGM.

The Company has availed the e-voting facility from National Securities Depository Limited (“NSDL”) for its members to cast their votes electronically.

Request you to take note of the same.

Thanking you,

Yours faithfully,

For **KPIT Technologies Limited**

Nida Deshpande
Company Secretary & Compliance Officer

Encl: as above

KPIT Technologies Limited

Registered & Corporate Office: Plot No. 17, Rajiv Gandhi Infotech Park, MIDC-SEZ,
Phase-III, Maan, Taluka-Mulshi, Hinjawadi, Pune-411057, India.
CIN: L74999PN2018PLC174192

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NOTICE

NOTICE is hereby given that the 6th Annual General Meeting (“AGM”) of KPIT Technologies Limited will be held on, Tuesday, August 29, 2023, at 3.00 p.m., through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023, together with the reports of the Auditors and the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2023, together with the report of the Auditors thereon.
3. To declare final dividend for the financial year ended March 31, 2023.

[The Board has recommended Final Dividend at ₹ 2.65/- per equity share of ₹ 10/- each (at 26.5%) in addition to Interim Dividend paid at ₹ 1.45/- per equity share of ₹ 10/- each (at 14.5%)]

4. To appoint a director in place of Mr. Kishor Patil (DIN: 00076190) who retires by rotation and being eligible, offers himself for reappointment.
5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

To reappoint M/s. BSR & Co. LLP, Chartered Accountants, Pune (FRN 101248W/W-100022) as Statutory Auditors of the Company from the conclusion of 6th Annual General Meeting to be held in the year 2023 till the conclusion of the 11th Annual General Meeting to be held in the year 2028.

“RESOLVED THAT pursuant to Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”), and on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. BSR & Co. LLP, Chartered Accountants, Pune (FRN 101248W/W-100022) be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of 6th Annual General Meeting to be held in the year 2023 till the conclusion of the 11th Annual General Meeting to be held in the year 2028 at such remuneration and on such terms and conditions

as recommended by the Audit Committee and as may be mutually agreed by the Board of Directors in consultation with the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be authorized on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Statutory Auditors, to negotiate, finalize, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder or SEBI LODR, 2015 and such other requirements resulting in any change in the scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and are hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters or things including filing the requisite forms or submission of documents with any authority as may be necessary or desirable to give effect to this resolution.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration (HR) Committee, and that of the Board, Mr. Anant Talaulicar (DIN: 00031051), who holds office as an independent director up to January 15, 2024 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from January 16, 2024 to January 15, 2029.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby severally authorized to furnish a certified copy of this resolution and 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 SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration (HR) Committee, and that of the Board, Prof. Alberto Luigi Sangiovanni Vincentelli (DIN: 05260121), who holds office as an independent director up to January 15, 2024 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of three years with effect from January 16, 2024 to January 15, 2027.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby severally authorized to furnish a certified copy of this resolution and 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 SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration (HR) Committee, and that of the Board, Mr. B V R Subbu (DIN: 00289721), who holds office as an independent director up to January 15, 2024 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of two years with effect from January 16, 2024 to January 15, 2026.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby severally authorized to furnish a certified copy of this resolution and 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 SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149 and Section 161, read with Schedule IV, Article 93 of the Articles of Association of the Company 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Srinath Batni (DIN: 00041394), who was appointed as an Additional and Independent Director of the Company and whose term expires at the ensuing Annual General Meeting be and is hereby appointed as an Independent Director of the Company pursuant to sections 149 and 152 of the Act, for a period of five years from July 25, 2023 to July 24, 2028 not liable to retire by rotation.

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

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”), on recommendation of Nomination and Remuneration (HR) Committee and Board of Directors, consent be and is hereby accorded for the reappointment of Mr. Kishor Patil (DIN: 00076190) as Chief Executive Officer (CEO) and Managing Director of the Company, for a further period of five years with effect from January 16, 2024 to January 15, 2029 on the terms and conditions specified in the Agreement to be entered into between the Company and Mr. Kishor Patil with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mr. Kishor Patil.

RESOLVED FURTHER THAT approval be and is hereby accorded to the payment of remuneration to Mr. Kishor Patil as set out in the Explanatory Statement annexed to the Notice and the Board of Directors of the Company be and is hereby authorized to revise the said remuneration from time to time subject to the

provisions of Section 197 and Schedule V of the Act and SEBI LODR, 2015 for the time being in force within the limits increased by special resolution passed by the Members in the Annual General Meeting held on August 25, 2021 under section 197 of the Act and SEBI LODR, 2015.

RESOLVED FURTHER THAT Mr. Kishor Patil shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a director of the Company during his tenure and shall ipso facto terminate, if he ceases to be director of the Company for any reason whatsoever.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Kishor Patil remuneration, perquisites, allowances, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

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

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR, 2015”) on recommendation of Nomination and Remuneration (HR) Committee and Board of Directors, consent be and is hereby accorded for the reappointment of Mr. Sachin Tikekar (DIN: 02918460) as Joint Managing Director (Whole-time) of the Company, for a further period of five years with effect from January 16, 2024 to January 15, 2029 on the terms and conditions specified in the Agreement to be entered into between the Company and Mr. Sachin Tikekar with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mr. Sachin Tikekar.

RESOLVED FURTHER THAT approval be and is hereby accorded to the payment of remuneration to Mr. Sachin Tikekar as set out in the Explanatory Statement annexed to the Notice and the Board of Directors of the Company be and is hereby authorized

to revise the said remuneration from time to time subject to the provisions of Section 197 and Schedule V of the Act and SEBI LODR, 2015, for the time being in force within the limits increased by special resolution passed by the Members in the Annual General Meeting held on August 25, 2021 under section 197 of the Act and SEBI LODR, 2015.

RESOLVED FURTHER THAT Mr. Sachin Tikekar shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a director of the Company during his tenure and shall ipso facto terminate, if he ceases to be director of the Company for any reason whatsoever.

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

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modifications and re-enactments thereof, consent of the Company be and is hereby accorded to Ms. Jayada Pandit, a relative of Mr. Chinmay Pandit, Whole-time Director and Mr. S. B. (Ravi) Pandit, Chairman of the Board, to hold an office or place of profit in the Company as Sr. Manager - Marketing or such other post as she may be promoted hereafter, at a remuneration up to ₹ 60 Lacs per annum inclusive of salary, allowances, perquisites, benefits, amenities, but exclusive of variable performance incentives per annum, special bonus incentive per annum and increment as per the policy of the Company as applicable to the other employees in her grade with effect from August 29, 2023 and the Board of Directors may alter and vary the said terms and conditions of the appointment subject to the limit on the remuneration stated above in such manner as may be agreed to between the Board of Directors and Ms. Jayada Pandit.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company be and are hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters and things and take such steps as may be necessary and desirable to give effect to this resolution.”

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

Pune
July 25, 2023

Nida Deshpande
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) with respect to the Special Business to be transacted at the Sixth Annual General Meeting (“Meeting/AGM”) is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and reappointment at this AGM is annexed.
3. Ministry of Corporate Affairs (MCA), vide General Circular No. 10/2022 dated December 28, 2022 & Securities and Exchange Board of India vide circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, has allowed the Companies to conduct AGM through VC/OAVM on or before September 30, 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI LODR, 2015 and MCA Circulars & SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Further, MCA & SEBI vide relevant circulars has extended relaxations from dispatching physical copies of annual report to the shareholders, for the AGMs conducted till September 30, 2023. However, Companies are required to send hard copy of full annual reports to those shareholders who request for the same. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Pursuant to the provisions of the Act and MCA Circulars, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form is not annexed to this Notice.
5. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. Pursuant to the provisions of Section 108 of the Act, the Rules made thereunder and Regulation 44 of the SEBI Regulations, the Company is providing a facility to the shareholders to exercise their right to vote by electronic means (e-voting). Instructions for e-voting are attached to this notice.
7. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the AGM.
8. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM in-person or through VC / OAVM on its behalf and to vote by show of hands or through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to jbbhave@gmail.com with a copy marked to evoting@nsdl.co.in Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
9. The Company has fixed **Monday, August 14, 2023**, as the **Record Date** for determining entitlement of Members to final dividend for the financial year ended March 31, 2023, if approved at the AGM.
10. The Company has fixed **Tuesday, August 22, 2023**, as the **Cut-off Date** for determining entitlement of Members to vote on the resolutions set forth in above notice for the financial year as on March 31, 2023.
11. The e-voting period commences on **Thursday, August 24, 2023, (9:00 a.m. IST)** and ends on **Monday, August 28, 2023 (5:00 p.m. IST)** both days inclusive. During this period, Members holding shares either in physical or dematerialized form, as on **cut-off date, i.e.**, as on **Tuesday, August 22, 2023**, may cast their votes electronically. The e-voting module will be disabled by National Securities Depository Limited (“NSDL”) for voting thereafter.
12. A member will not be allowed to vote again on any resolution on which vote has already been cast and shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to the number of shares held by the Members as on the **cut-off date, i.e., Tuesday, August 22, 2023**.
13. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
14. In light of the MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose email addresses are registered with the depositories. For Members who have not registered their email addresses, we urge them to support our commitment

to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com to receive copies of the Annual Report 2022-23 in electronic mode.

15. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the Notice & Annual Report could not be serviced, may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Annual General Meeting.
16. Members may also note that the Notice and Annual Report 2022-23 will also be available on the Company's website <https://www.kpit.com/investors/#corporate-governance> and websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively.
17. Members desirous of obtaining any information concerning the accounts, operations, and business of the Company are requested to address their queries to the Chief Investor Relation Officer at Sunil.Phansalkar@kpit.com or to the secretarial department at grievances@kpit.com so as to reach them at least seven days before the date of the meeting i.e., Tuesday, August 29, 2023, to enable the Company to make available the required information at the meeting, to the extent possible.
18. The Securities and Exchange Board of India ("SEBI") has made it mandatory to distribute dividends through electronic channel such as RTGS/NEFT/NACH. 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 KFin.
19. 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 Registrar & Share Transfer Agent.
20. 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 RTA of the Company.
 - 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 from 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.
21. All the shareholders are requested to note that, in terms of the provisions of the Income-tax Act, 1961, as amended by the Finance Act, 2020, Dividend paid or distributed by Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. Every Company is required to deduct tax at source ("TDS") on Dividend to be paid to shareholders at the prescribed rate. Therefore, if a dividend is declared, the same will be paid after deducting TDS. Shareholders with PAN and who are not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail benefit of non-deduction of tax at source. The Shareholders can submit their declarations directly to RTA at <https://ris.kfintech.com/form15>. Forms are available on website of RTA at <https://mfs.kfintech.com/mfs/>.
22. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has mandated shareholders holding shares in physical form for updating their PAN, KYC details and Nomination. The Company has sent communications to shareholders in this regard. The necessary forms can be downloaded from the website of KFin at www.kfintech.com & of the Company at www.kpit.com.
23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the certificate from the secretarial auditors of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will be available

for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., Tuesday, August 29, 2023. Members seeking to inspect such documents may send an email to grievances@kpit.com.

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION ON APPOINTMENT / REAPPOINTMENT AT THE ANNUAL GENERAL MEETING.

[As required by Section 102 of the Companies Act, 2013 (“the Act”) and pursuant to Regulation 36 of the Securities and Exchange Board of India (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, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 12 of accompanying Notice.]

Item No. 5:

M/s. BSR & Co. LLP, Chartered Accountants [ICAI Firm’s Registration No. 101248W/W-100022], (hereinafter referred to as “BSR”) were appointed as Statutory Auditors of the Company in the Annual General Meeting (AGM) held in year 2018 till the conclusion of this 6th AGM of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence and the order or pending proceedings relating to professional matters of conduct against BSR before the Institute of Chartered Accountants of India and before Court of Law, etc. The Audit Committee and Board of Directors were of the opinion that the qualifications and experience of BSR are commensurate with the size and requirements of the Company. BSR audits various companies listed on stock exchanges in India. Therefore approved & recommended the appointment of BSR as Statutory Auditors of the Company to hold office for a second term of consecutive 5 years from the conclusion of the 6th AGM to be held in the year 2023 till the conclusion of the 11th AGM to be held in the year 2028.

BSR & Co. was constituted on March 27, 1990, as a partnership firm having firm registration no. 101248W. It was converted into Limited Liability Partnership i.e., M/s. BSR & Co. LLP on October 14, 2013, thereby having a new firm registration no. 101248W/W-100022. The registered office address of the firm is 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063. BSR is a member entity of BSR & Affiliates, a network registered with the Institute of Chartered Accountants of India. BSR is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. BSR has 3000+ staff and 100+ Partners. The firm holds the ‘Peer Review’ certificate as issued by ‘ICAI’.

The proposed remuneration of Statutory Auditors for the financial year 2023-24 will be Rs. 95 Lakhs to conduct audit of annual standalone and consolidated financial statements and financial results, audit of internal financial controls over financial reporting, limited reviews of quarterly results as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and tax audit plus applicable taxes and out of pocket expenses, as may be incurred, in connection with the aforesaid.

The Board of Directors in consultation with the Statutory Auditors, are authorized to alter and vary the terms and conditions including remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

The above fee excludes the proposed remuneration to be paid to overseas audit firms for the purpose of statutory audit of overseas subsidiaries and branches.

The fees for other services not prohibited by the provisions of Section 144 of the Companies Act, 2013 shall be mutually agreed between the Company and Statutory Auditors.

The Letter of Engagement specifying the detailed terms of appointment shall be finalized by Chief Financial Officer (CFO) in consultation with Chairman of Audit Committee and such terms shall specifically include the conditions as mentioned in para 6(A) and 6(B) of the SEBI circular dated October 18, 2019, bearing reference no. CIR/CFD/CMD1/114/2019 and such other conditions as may be specified by applicable law in force.

BSR consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act. They have further confirmed that, they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 5 of the notice for approval of the shareholders.

Item No. 6:

Mr. Anant Talaulicar holds a bachelor’s degree in mechanical engineering from Mysore University, a master’s degree from the University of Michigan in Ann Arbor and an MBA degree from Tulane University, USA. He was the Chairman and Managing Director of the Cummins Group in India from March 2004 through October 2017, was a member of the Cummins Inc. global leadership team from August 2009 till October 2017 and the President of the Cummins

Inc. Components Group from 2010 through 2014. He has also served as the Managing Director of Tata Cummins Private Limited, a 50:50 joint venture between Cummins Inc. and Tata Motors Limited. He has chaired the boards of four other Cummins legal entities in India as well. He worked as a financial analyst, manufacturing engineer, project manager, product manager, strategy manager before taking various general management positions. He has also led the Cummins India Foundation which has implemented sustainable community initiatives such as model villages and higher education. He has served as a member of the Confederation of Indian Industries (CII), Society of Indian Automobile Manufacturers (SIAM) and Automobile Components Manufacturers Association (ACMA) in the past.

Aside from his board and trust memberships, Mr. Talaulicar is engaged as an advisor to companies and a start-up. He is a part time advisor and lecturer at the SP Jain Institute of Management & Research. He is funding the Usha Jaivant Foundation to educate financially disadvantaged rural youth through college and educating them about important aspects of spirituality, values and life skills.

Mr. Anant Talaulicar has been appointed as an Independent Director of the Company by the Members in the AGM held on August 28, 2019, to hold office from January 16, 2019, till January 15, 2024 (first term). Mr. Talaulicar is well conversant with the Company's business industry & related business areas of the Company. He brings independent judgement and gives thoughtful directions in Board room discussions or otherwise. He has played an immense role in structuring & overseeing the initiatives taken by CSR and People functions at KPIT. He has been a keen observer of the IT industry for decades and his vision domain has helped the Company to achieve significant growth in strategy & planning at a global level.

After taking into account the performance evaluation of Mr. Anant Talaulicar during his first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Nomination and Remuneration (HR) Committee has recommended to the Board his reappointment for a second term of five years. The Nomination and Remuneration (HR) Committee has considered his diverse skills, leadership capabilities, expertise in governance and finance, risk management and vast global business experience, among others, as being key requirements for this role and recommendation of Nomination and Remuneration (HR) Committee, the Board is of the view that Mr. Anant Talaulicar possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the Nomination and Remuneration (HR) Committee, the Board has recommended the reappointment of Mr. Anant Talaulicar as an independent director, not liable to retire by rotation, for a second term of five years effective January 16, 2024, to January 15, 2029.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Anant Talaulicar for the office of Independent Director of the Company. Mr. Anant Talaulicar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

According to the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the reappointment of Mr. Talaulicar as an Independent Director in the AGM for second term of five years from January 16, 2024, not liable to retire by rotation.

Mr. Talaulicar 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 (<https://www.kpit.com/investors/corporate-governance/>).

Mr. Talaulicar has submitted a declaration of his independent status as required under Section 149 of the Companies Act, 2013 and that he is not disqualified from being appointed as a Director by the SEBI or any other authority, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Mr. Talaulicar fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI LODR, 2015 for being appointed as an Independent Director and Mr. Talaulicar is independent of the management.

Other details of Mr. Anant Talaulicar are given in a tabular format (Annexure-A) below, which forms part of this notice.

Mr. Anant Talaulicar is not related to any other director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Mr. Anant Talaulicar is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may incur.

None of the other Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

The Board of Directors recommends the Special Resolution set forth as Item No. 6 of the notice for approval of the shareholders.

Item No. 7:

Prof. Alberto Sangiovanni Vincentelli is the Buttner Chair at the Department of Electrical Engineering & Computer Sciences, University of California, Berkeley. He is a Co-founder of Cadence and Synopsys, the two leading companies in the area of Electronic Design Automation. Prof. Alberto is a member of the Board of Directors of Cadence. He was a member of the HP Strategic Technology

Advisory Board, of the ST Microelectronics Advisory Board and 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 served as the Chairperson of the Strategy Committee of the Italian Strategic Fund, and as the Chairperson of the National Committee of Research Trustees for the Italian Ministry of University, Education and Scientific Research. He is the Chairperson of four High Tech Startup in UK, Netherlands and Italy. He consulted several companies such as Intel, IBM, ATT, General Electric, BMW, Mercedes, Magneti Marelli, GM, Fujitsu, Kawasaki Steel, Pirelli and Telecom Italia. Recently, Prof. Alberto has received the Frontiers of Knowledge Award.

Prof. Alberto has been appointed as an Independent Director of the Company by the Members in the AGM held on August 28, 2019, to hold office from January 16, 2019, till January 15, 2024 (first term). Further, the Members in the AGM held on August 25, 2021 have approved continuation of his appointment as an Independent Director on attaining the age of 75 years during his current tenure of directorship valid till January 15, 2024. Prof. Alberto is well conversant with the Company's business industry & related business areas of the Company. He brings independent judgement and gives thoughtful directions in Board room discussions or otherwise. He has been a keen observer of the IT industry for decades and his vision domain has helped the Company to achieve significant growth in strategy & planning at a global level. He has vast knowledge in AI & Digital solutions in the area of Autonomous Driving, Connected Vehicles, Vehicle Networks, Diagnostics and has a proactive and prophetic knowledge of technology and allied risks.

After taking into account the performance evaluation of Prof. Alberto during his first term of five years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Nomination and Remuneration (HR) Committee has recommended to the Board his reappointment for a second term of three years. The Nomination and Remuneration (HR) Committee has considered his diverse skills, leadership capabilities, expertise in technology, strategic planning, risk management and vast global business experience, among others, as being key requirements for this role, and recommendation of Nomination and Remuneration (HR) Committee, the Board is of the view that Prof. Alberto possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the Nomination and Remuneration (HR) Committee, the Board has recommended the reappointment of Prof. Alberto as an independent director, not liable to retire by rotation, for a second term of three years effective January 16, 2024, to January 15, 2027.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Prof. Alberto for the office of Independent Director of the Company. Prof. Alberto is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

According to the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the reappointment of Prof. Alberto as an Independent Director in the AGM for a second term of three years from January 16, 2024, not liable to retire by rotation.

Prof. Alberto Sangiovanni Vincentelli 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 (<https://www.kpit.com/investors/corporate-governance/>).

Prof. Alberto Sangiovanni Vincentelli has submitted a declaration of his independent status as required under Section 149 of the Companies Act, 2013 and that he is not disqualified from being appointed as a Director by the SEBI or any other authority, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Prof. Alberto fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI LODR, 2015 for being appointed as an Independent Director and Prof. Alberto is independent of the management.

Other details of Prof. Alberto Sangiovanni Vincentelli are given in a tabular format (Annexure-A) below, which forms part of this notice.

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

Prof. Alberto Sangiovanni Vincentelli is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may incur.

None of the other Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

The Board of Directors recommends the Special Resolution set forth as Item No. 7 of the notice for approval of the shareholders.

Item No. 8:

Mr. BVR Subbu is an automotive industry expert and a widely acknowledged thought leader. He holds a bachelor's degree in arts (honors) from the Bangalore University and a post graduate degree in Economics from Jawaharlal

Nehru University and a post graduate diploma from the Indian Institute of Foreign Trade. He was formerly the President of Hyundai Motors India. In his early career, he was extensively involved with Tata Motors holding various responsibilities in Tata Motors' Commercial Vehicles and Multi Utility Vehicles businesses.

Mr. BVR Subbu has been appointed as an Independent Director of the Company by the Members in the AGM held on August 28, 2019, to hold office from January 16, 2019, till January 15, 2024 ('first term'). Mr. Subbu has been a keen observer of the Automotive industry for decades with deep understanding in the Mobility space and his vision domain, has helped the Company to achieve significant growth in strategy & planning at a global level.

After taking into account the performance evaluation of Mr. BVR Subbu during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Nomination and Remuneration (HR) Committee has recommended to the Board his reappointment for a further period of two years. Considering his diverse skills, leadership capabilities, expertise in governance and finance, risk management and vast global business experience, among others, as being key requirements for this role, and recommendation of Nomination and Remuneration (HR) Committee, the Board is of the view that Mr. BVR Subbu possesses the requisite skills, capabilities and deep understanding in the Mobility space which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the Nomination and Remuneration (HR) Committee, the Board has recommended the reappointment of Mr. BVR Subbu as an independent director, not liable to retire by rotation, for a second term of two years effective January 16, 2024, to January 15, 2026.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. BVR Subbu for the office of Independent Director of the Company. Mr. Subbu is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

According to the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the appointment of Mr. Subbu as an Independent Director in the AGM for a second term of two years from January 16, 2024, not liable to retire by rotation.

Mr. Subbu 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 (<https://www.kpit.com/investors/corporate-governance/>).

Mr. Subbu has submitted a declaration of his independent status as required under Section 149 of the Companies Act, 2013 and that he is not disqualified from being appointed as a Director by the SEBI or any other authority, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Mr. Subbu fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI LODR, 2015 for being appointed as an Independent Director and Mr. Subbu is independent of the management.

Other details of Mr. BVR Subbu are given in a tabular format (Annexure-A) below, which forms part of this notice.

Mr. BVR Subbu is not related to any other director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Mr. BVR Subbu is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may incur.

None of the other Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

The Board of Directors recommends the Special Resolution set forth as Item No. 8 of the notice for approval of the shareholders.

Item No. 9:

Mr. Srinath Batni holds a Bachelor's degree in Mechanical Engineering from Mysore University and a Master's degree in Mechanical Engineering from the Indian Institute of Science, Bangalore. He started his career with BHEL, a heavy engineering manufacturing Company, in the field of Design and R&D as an engineer trainee.

During the early eighties, with the advent of mainframe computers in business enterprises, he shifted focus to business systems domain. During this period, he was the member of the team responsible for designing and implementing enterprise wise material planning system using network database on ICL mainframe.

Mr. Batni took up the responsibility of Head of technical support for marketing the Bull main frames at PSI Data Systems Ltd when banks started automating the processes. His responsibility included technical bidding / sales, benchmarking and training the clients on systems implementation. After a brief period of two years, he joined Infosys Technologies Ltd as a Project Manager in its nascent stage. He held various positions and responsible for project management, managing the growth and preparing for scaling up through various initiatives. He was formally inducted to the board as an executive member of the board in the year 2000. He served as Head of Global Delivery- IT & Quality until retirement in the year 2014. He was also responsible for starting Infosys operation in China and Australia. During this period, he also served as the member of the executive committee of NASSCOM

– the software industry body, Trustee of the Infosys Foundation, Board member of Infosys China & Australia.

Mr. Batni served as an Independent Director, Chairman of the Nomination and Remuneration Committee & Member of Audit Committee on the Board of AXISCADES Technologies Limited (2014-2019) and Global Edge Software Ltd (2014-2017).

Mr. Batni is presently serving as,

- Co-founder & Director of Axilor Ventures Pvt Ltd, a start-up incubation and early-stage funding Company. Axilor helps early-stage startups to “win against odds” in the areas of health care, environment & renewable energy, Deep tech, B2B ecommerce & Agri tech.
- Independent Director, Chairman of the Nomination and Remuneration Committee & Member of the Audit committee on the Board of Cigniti Technologies Limited, Hyderabad.
- Chairman, India Advisory Board of Viterbi School of Engineering, University of Southern California.
- Board Member of the management of National Institute of Engineering Mysore, alma mater.
- Trustee of Infosys Science Foundation focussed in the field of science education.

Considering qualifications, experience, knowledge, expertise, skills of Mr. Batni and on the recommendation of the Nomination and Remuneration (HR) Committee, the Board has recommended the appointment of Mr. Srinath Batni as an independent director, not liable to retire by rotation, for a term of five years effective July 25, 2023 to July 24, 2028.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Srinath Batni for the office of Independent Director of the Company. Mr. Batni is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

According to the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the appointment of Mr. Srinath Batni as an Independent Director in the AGM for term of five years from July 25, 2023, not liable to retire by rotation.

Mr. Srinath Batni 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 (<https://www.kpit.com/investors/corporate-governance>).

Mr. Batni has submitted a declaration of his independent status as required under Section 149 of the Companies

Act, 2013 and that he is not disqualified from being appointed as a Director by the SEBI or any other authority, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Mr. Batni fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI LODR, 2015 for being appointed as an Independent Director and Mr. Batni is independent of the management.

Other details of Mr. Srinath Batni are given in a tabular format (Annexure-A) below, which forms part of this notice.

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

Mr. Batni is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may incur.

None of the other Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

The Board of Directors recommends the Special Resolution set forth as Item No. 9 of the notice for approval of the shareholders.

Item No. 4 & 10:

Mr. Kishor Patil is the Co-founder, CEO and Managing Director of KPIT Technologies Limited – one of the largest Software Integration partners in the global automotive and Mobility industry. KPIT’s vision is to Reimagine Mobility in partnership with the industry, clients, and partners for creating a *cleaner, smarter, and safer world*.

Mr. Patil co-founded KPIT in 1990. In 2018, the Company decided to undergo a comprehensive merger-demerger scheme to create a mobility-focused Company, KPIT Technologies Limited. In the span of 4 years, the Company has crossed a market capitalization of more than USD 3Bn through organic growth and global acquisitions.

Mr. Patil strategized and led the merger demerger process to reincarnate KPIT in its current avatar. Mr. Patil has since then redefined the Company strategy with a new Vision and Mission aimed at gaining global leadership in the areas of operation of the Company. His relentless focus on execution of the redefined strategy has led the Company to quadruple its revenues in the last 4 years with consistent improvement in operational margins, cash conversion and the efficiency of the overall operations of the Company. His acumen in identifying the right partners, either for acquisition or for joint go to market strategies has abetted acceleration of the strategy implementation and achievement of defined milestones as per the strategic objectives.

In 2014, Mr. Patil was honored with the CA Business Leader Award – Corporate award, by the Institute of Chartered Accountants of India (ICAI). The ICAI Awards felicitate chartered accountants who create value for

their Company's stakeholders on a sustainable basis. For his excellence in entrepreneurship, he has also been honored with the Maharashtra Corporate Excellence (MAXELL) Awards 2014. In 2013, Mr. Patil was named among the top 16 entrepreneurs in India by Ernst and Young in its Entrepreneur of the Year award program. He was recognized among the Top 50 CEOs of 2013 by The Entrepreneur Magazine and was also awarded the 2013 Rotary Excellence Award. He is a prolific speaker and has presented at various national & international forums including the World Economic Forum, on topics such as entrepreneurship, innovation, building high performance organizations, and business transformation. He has won several national and international awards including the Wall Street Journal Technology Innovation Award, and Knowledge@Wharton Technovation Award. Recently, Mr. Kishor Patil has been awarded the 'Best CEO of the year' award by ET Ascent.

Mr. Patil is a fellow member of the Institute of Chartered Accountants of India, and a member of the Institute of Cost Accountants of India.

In recognition of his qualification, experience, achievements, and stellar contribution to the growth of the Company and on the recommendation of the Nomination & Remuneration (HR) Committee, the Board of Directors has recommended reappointment of Mr. Patil as a CEO & Managing Director of the Company to hold office for a further period of five years with effect from January 16, 2024.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Kishor Patil for the office of Director of the Company. Mr. Kishor Patil is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief terms and conditions of reappointment of Mr. Kishor Patil are given below:

The total remuneration payable from the Company includes aggregate of basic salary, allowances, perquisites, other benefits, variable performance incentive, special incentives & increments as per the policy of the Company, as mentioned in points (a), (b), and (c) below, shall be payable to Mr. Kishor Patil with effect from January 16, 2024 for a further period of five years and shall be within the limits approved by special resolution under section 197 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 passed by the Members in the AGM held on August 25, 2021. The limits approved are, payment of remuneration to executive director of the Company shall not be in excess of 8% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Act) and payment of remuneration to all Executive Directors of the Company shall not be in excess of 15% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Act) for each of the financial years from 2021-22 and onwards for a period of five years.

- a) He shall be paid a fixed basic salary, perquisites, and allowances of ₹ 400 lacs per annum, from the Company, subject to maximum annual increase up to 15% over the fixed basic salary, perquisites, and allowances for the previous year by the Board of Directors on recommendation of the Nomination & Remuneration (HR) Committee of the Board of Directors, from time to time.

Variable performance incentives, special bonus incentives, other benefits and increments as per the policy of the Company as detailed below in point (b) and (c) shall be excluded from the aforementioned range.

- b) Variable incentive, special incentives upto a maximum of 60% of the total remuneration payable, from the Company and any modification thereof, based on the Company performance and individual performance, as may be decided by the Board of Directors on recommendation of the Nomination & Remuneration (HR) Committee of the Board of Directors, from time to time.
- c) The following other benefits shall be allowed to the CEO & Managing Director:
 - i. Company's contribution to Provident Fund;
 - ii. Gratuity as per the policy of the Company in force from time to time;
 - iii. Leaves and Encashment of leave as per the rules of the Company in force from time to time;
 - iv. Group medical insurance and group personal accident insurance as per the policy of the Company;
 - v. The Company provided security staff at residence;
 - vi. Company maintained chauffeur driven cars (2 Nos Max), for official and personal use;
 - vii. Club fees.

The Headquarters of Mr. Kishor Patil will be in Pune, State of Maharashtra, India. For fulfilling the Company's business needs from time to time, he may be assigned or deputed as a representative, to other locations of the Company, group companies, subsidiaries, associate companies, and any of their branches, present and future, in India or abroad.

Mr. Patil, being promoter Director of the Company, is not entitled to Employees Stock Options under the ESOP Schemes of the Company according to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any sitting fee for attending the Meetings of the Board of Directors or Committees thereof, as long as he functions as CEO & Managing Director.

Other details of Mr. Kishor Patil are given in a tabular format (Annexure-A) below, which forms part of this notice.

The agreement will be entered into between the Company and Mr. Kishor Patil and the draft agreement will be available for inspection by the members in the manner provided in the Notes to this Notice.

Mr. Kishor Patil retires by rotation at this AGM in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers himself for the reappointment.

As per the provisions of Section 196 and 197 of the Companies Act, 2013, the appointment of a CEO & Managing Director shall be approved by the Members at a general meeting of the Company.

Mr. Patil is not related to any other Director or Key Managerial Personnel of the Company or the relatives of other Directors or Key Managerial Personnel.

Mr. Patil is concerned or interested in this resolution to the extent of the remuneration payable to him under the authority of the resolution.

None of the other Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 4 & 10 respectively of the notice for approval of the shareholders.

Item No. 11:

Mr. Sachin Tikekar is the Co-Founder, President & Joint Managing Director of KPIT. He has been with the Company since the beginning and has led and guided the Company in different areas of strategy, scaling client engagements, HR, among others.

Mr. Tikekar has served the Company in several capacities. He has been the Executive Sponsor for Europe. He was the Chief People & Operations Officer with responsibility for imbuing KPIT culture in the organization, accelerating learning opportunities for employees globally and fostering innovation in attracting, nurturing, and retaining talent. He was also the Chief Operating Officer for KPIT in the US. He set the foundation of KPIT's now deeply rooted presence and client partnerships in the Americas. Over the years, he has also spearheaded the successful integration of acquired entities within KPIT.

Mr. Tikekar has played a crucial role in formulating the new vision and Mission for KPIT, after the demerger. He has led the strategy and blueprint of KPIT's focused client and OEM-centric approach that has delivered KPIT's industry-leading growth over the last few years. This has also propelled the KPIT brand and positioning in all stakeholders – Clients, Talent and Investor's. In his current role, he is responsible for growing & nurturing global strategic relationships with clients and partners as an Executive sponsor for all the geographies. He is guiding the blueprint of operations & processes to scale KPIT to the next orbit and also driving the roadmap for KPIT to double down on its vision of becoming a world class Sustainable organization.

Before joining KPIT, Mr. Sachin Tikekar worked with US Sprint and Strategic Positioning Group. He attended Temple University for a master's in strategic management and International Finance. As an ardent food lover, he dubs himself as Anthony Bourdain 2.0! He is a member of the World Wildlife Federation and pursues his fascination for wildlife and nature through traveling.

Mr. Sachin Tikekar will continue to work as Joint Managing Director with Mr. Kishor Patil, CEO & Managing Director, and share responsibilities to drive growth and other corporate initiatives.

In recognition of his qualification, experience, achievements, and stellar contribution to the growth of the Company and on the recommendation of the Nomination & Remuneration (HR) Committee, the Board of Directors has recommended reappointment of Mr. Tikekar as a Joint Managing Director (Whole-time) of the Company to hold office for a further period of five years with effect from January 16, 2024.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Sachin Tikekar for the office of Director of the Company. Mr. Sachin Tikekar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief terms and conditions of appointment of Mr. Sachin Tikekar are given below:

The total remuneration payable from the Company and KPIT Technologies Inc. (wholly owned subsidiary) ("KPIT USA"), includes aggregate of basic salary, allowances, perquisites, other benefits, variable performance incentive, special incentives & increments as per the policy of the Company and KPIT USA, as mentioned in points (a), (b) and (c) below, shall be payable to Mr. Sachin Tikekar with effect from January 16, 2024 for a further period of five years and shall be within the limits approved by special resolution under section 197 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 passed by the Members in the AGM held on August 25, 2021.

The limits approved are, payment of remuneration to executive director of the Company shall not be in excess of 8% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Companies Act, 2013) and payment of remuneration to all Executive Directors of the Company shall not be in excess of 15% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Companies Act, 2013) for each of the financial years from 2021-22 and onwards for a period of five years.

- a) He shall be paid a fixed basic salary, perquisites, and allowances of ₹ 355 lacs per annum, from the Company and KPIT USA, subject to maximum annual increase up to 15% over the fixed basic salary, perquisites, and allowances for the previous year by

the Board of Directors on recommendation of the Nomination & Remuneration (HR) Committee of the Board of Directors, from time to time.

- b) Variable performance incentives, special bonus incentives, other benefits, and increments as per the policy of the Company and KPIT USA as detailed below in point (b) and (c) shall be excluded from the aforementioned range.

Variable incentive, special incentives upto a maximum of 60% of the total remuneration payable, from the Company and KPIT USA, and any modification thereof, based on the Company and individual performance, as may be decided by the Board of Directors on recommendation of the Nomination & Remuneration (HR) Committee of the Board of Directors, from time to time.

- c) The following other benefits as per the policy of the Company shall be allowed to the Joint Managing Director:
- i. Company's contribution to Provident Fund;
 - ii. Gratuity as per the policy of the Company in force from time to time;
 - iii. Leaves and Encashment of leave as per the rules of the Company in force from time to time;
 - iv. Group medical insurance and group personal accident insurance as per the policy of the Company and KPIT USA in force from time to time;
 - v. Company provided security staff at residence;
 - vi. Company maintained chauffeur driven cars (2 Nos Max), for official and personal use;
 - vii. Club fees.

The Headquarters of Mr. Sachin Tikekar will be in Pune, State of Maharashtra, India. For fulfilling the Company's business needs from time to time, he may be assigned or deputed as a representative, to other locations of the Company, group companies, subsidiaries, associate companies, and any of their branches, present and future, in India or abroad.

Mr. Tikekar, being promoter Director of the Company, is not entitled to Employees Stock Options under the ESOP Schemes of the Company according to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any sitting fee for attending the Meetings of the Board of Directors or Committees thereof, as long as he functions as Whole-time Director.

Other details of Mr. Sachin Tikekar are given in a tabular format (Annexure-A) below, which forms part of this notice.

The agreement will be entered into between the Company and Mr. Sachin Tikekar and the draft

agreement will be available for inspection by the members in the manner provided in the Notes to this Notice.

As per the provisions of Section 196 and 197 of the Companies Act, 2013, the appointment of a Joint Managing Director (Whole-Time) shall be approved by the Members at a general meeting of the Company.

Mr. Tikekar is not related to any other Director or Key Managerial Personnel of the Company or the relatives of other Directors or Key Managerial Personnel.

Mr. Tikekar is concerned or interested in this resolution to the extent of the remuneration payable to him under the authority of the resolution.

None of the other Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 11 of the notice for approval of the shareholders.

Item No. 12:

Ms. Jayada Chinmay Pandit is relative of Mr. Chinmay Pandit, Whole-time Director and Mr. S. B. (Ravi) Pandit, Chairman of the Board and thus falls within the definition of relative under the Companies Act, 2013 and her employment with the Company would attract the provisions of Section 188 (1) of the Companies Act, 2013, for which approval of the members of the Company by way of Ordinary Resolution would be required.

The shareholders in their meeting held on August 28, 2019, approved the appointment of Ms. Jayada Pandit on recommendation of the Nomination and Remuneration (HR) Committee, as Manager – Business Unit Marketing with effect from August 28, 2019, at a remuneration up to ₹ 45 Lacs p.a.

On recommendation of the Nomination and Remuneration (HR) Committee, the Board of Directors in their meeting held on July 25, 2023 accorded its approval to Ms. Jayada Pandit to hold office or place of profit in the Company and to fulfil the Company's business needs from time to time, she may be assigned or deputed as a representative, to other locations of the Company, group companies, subsidiaries, associate companies, and any of their branches, present and future, in India or abroad, as Sr. Manager - Marketing with effect from August 29, 2023 at a remuneration up to ₹ 60 Lacs per annum inclusive of salary, allowances, perquisites, benefits, amenities, but exclusive of variable performance incentives per annum, special bonus incentive per annum and increment as per the policy of the Company as applicable to the other employees in her grade with effect from August 29, 2023, being relative of Mr. Chinmay Pandit, Whole-time Director & Mr. S. B. (Ravi) Pandit, Chairman of the Board.

Ms. Jayada Pandit joined KPIT in 2004 and has worked in India as well as USA locations, in various capacities

including, managing clients within Automotive and manufacturing line of businesses, Strategic Initiatives, Business Development, and the current role within marketing & branding, in her now 18 years of association with the Company.

Overall, Ms. Jayada Pandit holds an experience of 20+ years across industries, domains, and geographies. She has held crucial roles at ITU (International Telecommunication Union), Geneva, Switzerland and Thomson Multimedia, Paris, France, before joining her then family business of battery manufacturing equipment, Shingania Batteries in Pune, India. The Company has developed unique technology and holds battery technology patents as well with her involvement.

Ms. Jayada Pandit completed her Bachelor of Engineering from Pune university with high distinction and masters with top honors, in 'Electronics and Entrepreneurial Management' from ENST (Ecole Nationale Supérieure de Telecommunication), an Ivy League university in France.

Ms. Jayada Pandit passion-projects have been a testimony to her heartfelt commitment to social causes. Forbes magazine recently acknowledged KPIT's innovation in solutioning the low-cost versatile KPIT ventilator that was developed as a contribution to help humanity fight the COVID-19 pandemic. Ms. Jayada has been a core team member and leader who drove the ventilator project. Her passion for Diversity and Inclusion specially focused on encouraging numbers in STEM as well as Women in technology, led to her initiating the Women in Mobility initiative at KPIT. The initiative brings together leaders from the mobility field across the globe to voice changes needed on an individual level, Company level and society level, to achieve the elusive balance of diversity & inclusion within the world of mobility. She is also the founder of UrPursuit, a social cause curated nine years back, to create part-time job opportunities as well as to mentor talented women within diverse fields enabling achieving work-life balance.

Ms. Pandit future charter for the US includes elevating brand KPIT in the US geography, within the eco-system of key clients, top tech talent as well as overall within the mobility industry. While KPIT has been present in the USA for couple of decades, our now increasing focus on top clients in this geography of fastest growth, demands the capacity to leverage a combined ability of thought leadership and experience, to be able to elevate the brand globally and even more within Americas.

Due to increased responsibilities in her role, it is now proposed to designate her as Sr. Manager - Marketing on the remuneration exceeding the limit specified under section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

- Name of the related party: Ms. Jayada Pandit.
- Name of the Director or KMP who is related: Mr. Chinmay Pandit & Mr. S. B. (Ravi) Pandit.
- Nature of relationship: Spouse of Mr. Chinmay Pandit and daughter- in- law of Mr. S. B. (Ravi) Pandit.
- Period: 5 Years from August 29, 2023, to August 28, 2028.
- Nature, material terms, monetary value and particulars of the contract or arrangement: Ms. Jayada Pandit is proposed to be designated as Sr. Manager - Marketing on remuneration and terms and conditions stated in the Resolution as below:
 - at a remuneration up to ₹ 60 Lacs per annum inclusive of salary, allowances, perquisites, benefits, amenities, but exclusive of variable performance incentives per annum, special bonus incentive per annum and increment as per the policy of the Company as applicable to the other employees in her grade with effect from August 29, 2023 and the Board of Directors may alter and vary the said terms and conditions of the appointment subject to the limit on the remuneration stated above in such manner as may be agreed to between the Board of Directors and Ms. Jayada Pandit.
 - Variable incentive, special incentives upto a maximum of 40% of the total remuneration payable, and any modification thereof, based on the Company performance and individual performance, as may be decided by the Board of Directors on recommendation of the Nomination & Remuneration (HR) Committee of the Board of Directors, from time to time.
 - The Headquarters of Ms. Jayada Pandit will be in Pune, State of Maharashtra, India. For fulfilling the Company's business needs from time to time, she may be assigned or deputed as a representative, to other locations of the Company, group companies, subsidiaries, associate companies, and any of their branches, present and future, in India or abroad.
- Any other information relevant or important for the members to take a decision on the proposed Resolution: Please refer to her qualification and experience as mentioned aforesaid under this item of business.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, are concerned or interested in the resolution in any way, except Mr. S. B. (Ravi) Pandit & Mr. Chinmay Pandit.

The original resolution passed by the shareholders in their meeting held on August 28, 2019, will be superseded by this resolution once passed by the shareholders at ensuing AGM.

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 12 of the notice for approval of the shareholders.

Annexure A

Other details of Directors seeking appointment/reappointment in the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. Kishor Patil	Mr. Sachin Tikekar	Mr. BVR Subbu	Mr. Srinath Batni	Prof. Alberto Luigi Sangiovanni Vincentelli	Mr. Anant Talaulicar
Date of Birth/Age	January 17, 1962/ 61 years	April 03, 1968 / 55 years	February 14, 1954/ 69 years	November 14, 1954/ 68 years	June 23, 1947/ 76 years	July 11, 1961/ 62 years
Date of First Appointment	January 16, 2019	January 16, 2019	January 16, 2019	July 25, 2023	January 16, 2019	January 16, 2019
Qualification	Chartered Accountant & Cost Accountant - Institute of Chartered Accountants of India & Institute of Cost Accountants of India	Masters in strategic management and international finance from Temple University	Masters in economics from Jawaharlal Nehru University and a post-graduate diploma from the Indian Institute of Foreign Trade.	Masters in mechanical engineering from Indian Institute of Science, Bangalore	Master of Science degree in engineering at the Polytechnic University of Milan. He is a Buttner Chair at the Department of Electrical Engineering & Computer Sciences, University of California, Berkeley.	B.E. Mechanical from Mysore University, India. M.E. Mechanical from the University of Michigan, USA & Master's in Business Administration from Tulane University, Louisiana, USA.
Experience	39 Years	29 Years	46 Years	45 Years	52 Years	37 Years
Shareholding in the Company	1,33,45,605 shares	7,41,150 shares	Nil	Nil	Nil	Nil
Shareholding in the Company of the spouse and immediate relatives of the Director	Anupama Patil- 1,16,330 shares Manasi Patil- 3,334 shares Ameya Mehandale- 300 Shares	Nil	Nil	Nil	Nil	Nil
No. of Board meetings attended during the Financial Year 2022-23	7 out of 7	7 out of 7	7 out of 7	Not Applicable	6 out of 7	7 out of 7
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Stakeholders Relationship Committee	Member of Stakeholders Relationship Committee	1. Member of Audit Committee 2. Chairman of Stakeholders Relationship Committee 3. Member of Enterprise Risk Management Committee	Not Applicable	Member of Nomination & Remuneration (HR) Committee	1. Member of Audit Committee 2. Chairman of Nomination & Remuneration (HR) Committee 3. Member of Enterprise Risk Management Committee 4. Chairman of Corporate Social Responsibility Committee

List of other Directorships held	<ol style="list-style-type: none"> Kirtane Pandit Foundation Private Limited K and P Management Services Private Limited Sentient Labs Private Limited Hypower Mobility Private Limited PathPartner Technology Private Limited KPIT Technologies (UK) Limited KPIT Technologies GmbH KPIT Technologies Netherlands B.V. KPIT Technologies Inc. KPIT Technologies Holding Inc. PathPartner Technology Private Limited KPIT Technologies (UK) Limited KPIT Technologies GmbH KPIT Technologies Netherlands B.V. KPIT Technologies Inc. KPIT Technologies Holding Inc. KPIT (Shanghai) Software Technology Co., Ltd. KPIT Technologies GK ThaiGerTec Co., Limited 	<ol style="list-style-type: none"> Hypower Mobility Private Limited KPIT Technologies Netherlands B.V. KPIT Technologies Ltda KPIT Technologies Inc. KPIT Technologies Holding Inc. KPIT (Shanghai) Software Technology Co., Ltd. KPIT Technologies GK ThaiGerTec Co., Limited <ol style="list-style-type: none"> Sona BLW Precision Forgings Limited MTAR Technologies Limited Altius Leo Automotive Private Limited Octogence Technologies Private Limited Eurofinance Training Private Limited Altius Trucks Sales & Service Private Limited Beyond Visual Range Consulting Private Limited Eurofinance Training and Publishing Private Limited NMC Automotive Infrastructure Private Limited Octogence Digital Systems Private Limited Ola Electric Mobility Private Limited 	<ol style="list-style-type: none"> Cigniti Technologies Limited Axilor Ventures Private Limited 	<ol style="list-style-type: none"> The Hi-Tech Gears Limited India Nippon Electricals Limited Endurance Technologies Limited Everest Industries Limited Ethan Natural Bio-Fuel Private Limited Jakson Green Private Limited Pinnacle Industries Limited Jakson Engineers Limited Jakson Limited Everest Foundation KPIT Technologies (UK) Limited
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director	<p>Nil</p>	<p>Nil</p> <ol style="list-style-type: none"> Sona BLW Precision Forgings Limited Chairman of Audit Committee Member of Nomination & Remuneration Committee MTAR Technologies Limited Chairman of Risk Management Committee Member of Nomination & Remuneration Committee Member of Nomination & Remuneration Committee 	<ol style="list-style-type: none"> Cigniti Technologies Limited Member of Audit Committee Member of Nomination & Remuneration Committee Chairman of Nomination & Remuneration Committee 	<ol style="list-style-type: none"> Everest Industries Limited Member of Audit Committee Member of Nomination & Remuneration Committee Member of Risk Management Committee India Nippon Electricals Limited Member of Audit Committee Chairman of Risk Management Committee Pinnacle Industries Limited Chairman of Audit Committee Member of Nomination & Remuneration (HR) Committee
Relationship with other Directors or Key Managerial Personnel of the Company	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
Details of last drawn remuneration	<p>Given in the Corporate Governance report of this Annual report.</p>	<p>Given in the Corporate Governance report of this Annual report.</p>	<p>Not Applicable</p>	<p>Given in the Corporate Governance report of this Annual report.</p>

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE ANNUAL GENERAL MEETING (AGM) THROUGH VIDEO CONFERENCE/ OTHER AUDIO-VISUAL MEANS (VC/ OAVM) FACILITY AND VOTING THROUGH ELECTRONIC MEANS

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and read with MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL. The Members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again. Resolution(s) passed by Members through e-Voting is/ are deemed to have been passed as if they have been passed at the AGM.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration (HR) Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In line with the Circulars issued by Ministry of Corporate Affairs (MCA), the Notice calling the AGM has been uploaded on the website of the Company at www.kpit.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER: -

The remote e-voting period begins on **Thursday, August 24, 2023, (09:00 a.m. IST) and ends on Monday, August 28, 2023 (5:00 p.m. IST)** both days inclusive. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., **Tuesday, August 22, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, August 22, 2023**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. By clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. **For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".**
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. The Board has appointed Mr. Jayavant Bhawe, Proprietor J.B. Bhawe & Co., Practicing Company Secretaries (Membership No- F4266), as scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
2. The Chairman will, at the end of discussion on resolutions on which voting is to be held, allow e-Voting for all these members who are present at AGM and who have not cast their votes by availing the remote e-Voting facility.
3. The scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter, unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried out or not, and such report shall be sent to the Chairman or person authorized by him, within two working days (not exceeding 3 days) from the conclusion of the AGM, who shall then countersign and declare the result of voting forthwith.

4. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
5. Only bonafide shareholders of the Company whose names appear on the register of shareholders, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-shareholders from attending the meeting.
6. Shareholders whose names appear in the Register of Shareholders/ list of Beneficial Owners as on **Tuesday, August 22, 2023, being the cut-off date**, are entitled to vote on the Resolutions set forth in this Notice.
7. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., **Tuesday, August 22, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. 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 forgot 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 call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the **cut-off date i.e., Tuesday, August 22, 2023**, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
8. In case of Holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote. A person who is not a shareholder as on the cutoff date should treat this Notice for information purposes only. Once the vote on a Resolution(s) is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
9. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful

attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

10. In case of any queries/grievances pertaining to remote e-Voting (before/during the AGM), you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to evoting@nsdl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING DURING AGM ARE AS UNDER: -

1. The procedure for e-Voting during AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and

have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “**VC/OAVM**” placed under “**Join meeting**” menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User

ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by following steps mentioned in the Notice of the AGM under “Step 1: Access to NSDL e-voting system” as mentioned above, between **Thursday, August 24, 2023, (09:00 a.m. IST) and ends on Sunday, August 27, 2023 (05:00 p.m. IST)**. After successful login, members will be able to register themselves as a speaker Shareholder by clicking on the link available against the EVEN of the Company.