

July 1, 2020

**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:** Voting Results of Postal Ballot

Dear Sir / Madam,

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

1. Voting results as required under Regulation 44 of the Regulations.
2. Report of Scrutinizer dated July 1, 2020, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 and read with Companies (Management and Administration) Rules, 2014.

The resolutions in the postal ballot notice have been deemed to be approved and passed with requisite 3/4<sup>th</sup> majority on June 30, 2020 which is the last date of remote e-voting.

The voting results along with the scrutinizer's report will also be available on the Company's website [www.kpit.com](http://www.kpit.com) and on the website of KFin Technologies Private Limited <https://evoting.karvy.com>.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **KPIT Technologies Limited**  
(Formerly *KPIT Engineering Limited*)



Nida Deshpande  
**Company Secretary & Compliance Officer**

**Encl:-** As mentioned above

**Report of Scrutinizer on Postal Ballot and Remote E-Voting**  
**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Companies**  
**(Management and Administration) Rules, 2014]**

July 1, 2020

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

Dear Sir,

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

The Board of Directors of **KPIT Technologies Limited** (Formerly KPIT Engineering Limited) ('the Company') issued the postal ballot notice dated May 27, 2020 (hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolutions as set out in the notice by way of voting by electronic means ("remote e-voting"); as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has prescribed guidelines for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 ("MCA Circulars"), for the time being in force (including any statutory modification(s) or re-enactments thereof), the resolutions as appended below are passed by the Member(s) of the Company through Postal Ballot, voting by remote e-voting only as Special Resolutions.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 27, 2020 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice and reproduced herein below:



**SPECIAL RESOLUTIONS:**

1. To approve amendments in 'KPIT Technologies Limited - Employee Stock Option Scheme 2019A'.
2. Grant of Stock Options to the employees of the Subsidiary Company (ies) of the Company under 'KPIT Technologies Limited - Employee Stock Option Scheme 2019A' as amended.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" on the above resolutions, based on the reports generated from the E-Voting System provided by the KFin Technologies Private Limited, the authorized agency to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby submit my report on the Special Resolutions proposed in the Postal Ballot Notice as under:

1. The members of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. May 22, 2020 were entitled to vote on the Special Resolutions in the notice.
2. The Postal Ballot Notice has been sent to all the Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants or with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ("KFin").
3. The Company has published on May 29, 2020, an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Loksatta (Marathi).
4. The votes exercised through e-voting facility from Monday, June 1, 2020 (9.00 a.m. IST) till Tuesday, June 30, 2020 (5.00 p.m. IST); being the last date for remote e-voting; were considered for my scrutiny.
5. After the closure of voting period on June 30, 2020, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
6. The details containing list of the shareholders who casted their votes electronically on each of the resolutions was downloaded from the e-voting website of KFin (<https://evoting.karvy.com>).
7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014 for the purpose of this report.
8. Members voted have cast their votes through remote e-voting.



9. The results of voting are as under:-

**A] Summary of Votes cast by remote e-voting (As per Companies Act, 2013)**

**Resolution No. 1- To approve amendments in 'KPIT Technologies Limited - Employee Stock Option Scheme 2019A'.**

**i. Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
222	187785407	91.42

**ii. Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
104	17621112	8.58

**iii. Invalid votes: Nil**

**iv. Abstain and Less Voted:**

Abstain		Less voted
Total number of members	Total number of votes cast by them	
13	17399	150677

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

**i. Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
224	187785599	91.42

**ii. Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
102	17620920	8.58

**iii. Invalid votes: Nil**

**iv. Abstain and Less voted:**

Abstain		Less voted
Total number of members	Total number of votes cast by them	
13	17399	150677



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

**Resolution No. 1**

Name of the Company		KPIT Technologies Limited (Formerly KPIT Engineering Limited)						
Date of Postal Ballot		May 27, 2020 (Voting start date: June 1, 2020 (9.00 a.m. IST) to June 30, 2020 (5.00 p.m. IST))						
Total number of shareholders on record date		56143 (Cut-off date- May 22, 2020)						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public		Not Applicable						
Resolution No.1		To approve amendments in 'KPIT Technologies Limited - Employee Stock Option Scheme 2019A'						
Resolution Required :		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	114608171	114608171	100.00	114608171	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		114608171	100.00	114608171	0	100.00	0.00
Public Institutions	E-Voting	98204051	79096298	80.54	61564298	17532000	77.83	22.16
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		79096298	80.54	61564298	17532000	77.83	22.16
Public Non Institutions	E-Voting	61331586	11702050	19.08	11612938	89112	99.24	0.76
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		11702050	19.08	11612938	89112	99.24	0.76
Total		274143808	205406519	74.93	187785407	17621112	91.42	8.58





### Resolution No. 2

Name of the Company		KPIT Technologies Limited (Formerly KPIT Engineering Limited)						
Date of Postal Ballot		May 27, 2020 (Voting start date: June 1, 2020 (9.00 a.m. IST) to June 30, 2020 (5.00 p.m. IST))						
Total number of shareholders on record date		56143 (Cut-off date- May 22, 2020)						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public		Not Applicable						
Resolution No. 2		Grant of Stock Options to the employees of the Subsidiary Company (ies) of the Company under 'KPIT Technologies Limited - Employee Stock Option Scheme 2019A' as amended.						
Resolution Required :		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	114608171	114608171	100.00	114608171	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		114608171	100.00	114608171	0	100.00	0.00
Public Institutions	E-Voting	98204051	79096298	80.54	61564298	17532000	77.83	22.16
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		79096298	80.54	61564298	17532000	77.83	22.16
Public Non Institutions	E-Voting	61331586	11702050	19.08	11613130	88920	99.24	0.76
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		11702050	19.08	11613130	88920	99.24	0.76
<b>Total</b>		<b>274143808</b>	<b>205406519</b>	<b>74.93</b>	<b>187785599</b>	<b>17620920</b>	<b>91.42</b>	<b>8.58</b>



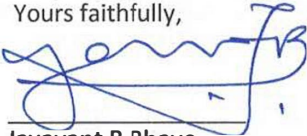
11. All registers, relevant records and other incidental papers, particulars of shareholders such as name, folio number or DP ID/ Client ID, number of shares dissented, number of shares rejected and other papers related to e-voting which are in my safe custody have been handed over to the Company Secretary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

**Result**

Based on the above results, both the Special Resolutions, Sr. No. 1 and 2 mentioned herein above proposed to Members of KPIT Technologies Limited (Formerly known as KPIT Engineering Limited) stand passed as Special Resolutions with requisite 3/4<sup>th</sup> majority.

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

Thanking You,  
Yours faithfully,



**Jayavant B Bhave**  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
(Scrutinizer appointed for the Postal Ballot Process)  
PR No.: 486/2016  
UDIN: F004266B000405359



Counter-signed by:  
For KPIT Technologies Limited  
(Formerly KPIT Engineering Limited)



**Nida Deshpande**  
Company Secretary

Date: 1<sup>st</sup> July 2020  
Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of KFin in our presence at 5:12 PM on Tuesday, June 30, 2020.



**Ruchita Deshpande**



**Keyuri Meghani**