

August 13, 2021

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 :- Submission of the Newspaper Advertisement for Addendum to the Notice of 4th Annual General Meeting of the Company.

Ref :- Addendum to the Notice of the 4th Annual General Meeting of the Company.

Dear Sir / Madam,

Further to our intimation dated August 11, 2021, for Addendum to the Notice of the 4th Annual General Meeting ("Addendum"), we would like to submit that the said Addendum is dispatched by electronic means, to all the shareholders whose email IDs are registered with the Company/Depositories and newspaper advertisement is published in Financial Express and Loksatta.

The copies of newspaper advertisement and Addendum dispatched electronically are enclosed herewith.

The above advertisements are also available on the website of the Company at www.kpit.com.

Request you to take note of the same.

Thanking you,

Yours faithfully,

For **KPIT Technologies Limited**



Nida Deshpande
Company Secretary & Compliance Officer

Encl: As mentioned above

KPIT Technologies Limited**KPIT**

CIN: L74999PN2018PLC174192

Registered & Corporate Office: Plot No. 17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase III, Maan, Taluka- Mulshi, Hinjawadi, Pune-411057, Tel. No.: +91 20 6770 6000

E-mail: grievances@kpit.com Website: www.kpit.com**Addendum to the NOTICE of the 4th Annual General Meeting of the Members of KPIT Technologies Limited to be held on Wednesday, August 25, 2021 at 10.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

Dear Shareholders,

KPIT Technologies Limited (the "Company") has issued a Notice dated July 23, 2021 ("Notice of the AGM") for convening the 4th Annual General Meeting of the Members of the Company to be held on Wednesday, August 25, 2021 at 10.30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). The Notice of the AGM has been dispatched to the Members on July 31, 2021 in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

The Item No. 5 of the Special Business from the Notice of the AGM and Explanatory Statement thereto pertain to seeking an approval of the Members for approving the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We wish to reiterate that the same is in due compliance of the prevailing provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, with a view to add clarity to the explanatory statement, the Company has made an amendment to the original disclosure on Item No. 5 of the Notice of the AGM. Accordingly, the Members are requested to kindly take note of this amendment to the disclosure in the Explanatory Statement.

This addendum to the Notice of the AGM ("Addendum") shall form an integral part of the Notice of the AGM which has already been circulated to the Members of the Company and on and from the date hereof, the Notice of the AGM shall always be read in conjunction with this Addendum. This Addendum is also available on the website of BSE Limited (www.bseindia.com), the National Stock Exchange of India Limited (www.nseindia.com) and on the website of the Company (www.kpit.com).

All other contents of the Notice of the AGM including the Special Resolution as proposed in Item No. 5, save and except as modified or supplemented by this Addendum, shall remain unchanged.

Addendum to the Explanatory Statement for Item No. 5 of the Notice of the AGM

As addition to the explanatory statement given for Item No. 5 under special business on the page nos. 6 & 7 of the Notice of the AGM, we would like to submit the following rationale for increase in the overall managerial remuneration limits for which the approval of the Members of the Company is being sought:

1. to increase the overall maximum managerial remuneration limit payable to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year from 11% to 17% of the net profits of the Company, computed in the manner as laid down in section 198 of the Companies Act, 2013.
2. to increase the limit of 5% or 10% (as applicable), as stipulated in clause (i) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013, payable to any one or more managing directors or whole-time directors of the Company in any financial year to 8% or 15% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013 and in excess of limit under regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. to increase the limit of 1%, as stipulated in clause (ii)(A) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013, payable to Non-executive Directors of the Company in any financial year to 2% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013.

This approval of the Members of the Company by way of a special resolution for limits as stated above is proposed to be taken for a period of 5 years commencing from FY 2021-22.

With our focus on the mobility industry, we are at the cusp of a transformative journey internally and an extraordinary opportunity externally. We see a much favourable business environment in the coming years. We intend to strengthen and further increase our competency and positioning by bringing relevant industry and technology veterans especially from international markets, as Independent Directors. The proposed increase in managerial remuneration limits will facilitate the same.

Except Mr. S. B. (Ravi) Pandit, Mr. Kishor Patil, Mr. Sachin Tikekar, Mr. Anant Talaulicar, Mr. B V R Subbu, Prof. Alberto Luigi Sangiovanni Vincentelli, Dr. Nickhil Jakatdar and their relatives, none of the key managerial personnel or any of their relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

Ms. Shubhalakshmi Panse resigned from the position of Independent Director with effect from June 17, 2021.

None of the Directors are related to each other or key managerial personnel of the Company or their relatives.

In light of above, the Board of Directors recommends the Special Resolution set forth as Item No. 5 of the Notice for approval of the shareholders.

By the order of the Board of Directors,
For **KPIT Technologies Limited**

Sd/-

Nida Deshpande

Company Secretary

Place : Pune

Date : August 11, 2021

KPIIT

केपीआयटी टेक्नॉलॉजीज लिमिटेड

सीआयएन: एल७४९९९पीएन२०१८पीएलसी१७४९९२

नोंदणीकृत व कॉर्पोरेट कार्यालय: प्लॉट नं. १७, राजीव गांधी इन्फोटेक पार्क,
एम्आयडीसी-सेझ, फेज - ३, माण, तालुका - मुळशी, हिंगवडी, पुणे - ४११०१७.

दुरध्वनी क्र.: +९१ २० ६७७० ६०००

ई-मेल: grievances@kpit.com संकेतस्थळ: www.kpit.com

केपीआयटी टेक्नॉलॉजीज लिमिटेड यांच्या बुधवार दि. २५ ऑगस्ट, २०२१ रोजी सकाळी १०.३० वाजता (भारतीय प्रमाणवेळ) व्हीडीओ कॉन्फरन्सिंग ("व्हीसी") अन्व दृकश्राव्य माध्यमे ("ओएव्हीएम") द्वारा होणाऱ्या सभासदांच्या ४ थ्या वार्षिक सर्वसाधारण सभेच्या सूचनेस पूरकपत्र

माननीय मागधारक,

केपीआयटी टेक्नॉलॉजीज लिमिटेड (दि "कंपनी") यांनी कंपनीच्या सभासदांची ४ थी वार्षिक सर्वसाधारण सभा बुधवार, दि. २५ ऑगस्ट २०२१, रोजी सकाळी १०.३० वाजता (भारतीय प्रमाणवेळ) व्हीडीओ कॉन्फरन्सिंग/("व्हीसी") /अन्व दृकश्राव्य ("ओएव्हीएम") माध्यमांद्वारा आयोजित करण्याच्या संदर्भात दि. २३ जुलै, २०२१ रोजी सूचना (नोंटीस ऑफ दि एजीएम) जारी केली आहे. एजीएमची सूचना कंपनीज अॅक्ट २०१३ आणि त्यासह वाचल्या जाणाऱ्या नियमांअंतर्गत असलेल्या अन्व नियमांची योग्य ती पूर्तता करून दि. २९ जुलै, २०२१ रोजी सभासदांना पाठविण्यात आली आहे.

एजीएमच्या सूचनेतील विशेष कामकाजातील मुद्दा क्रमांक ५ आणि त्यामधील स्पष्टीकरण करणारे निवेदन हे कंपनीज अॅक्ट, २०१३ मधील सेवशन १९७ आणि सेबीच्या रेग्युलेशन १७(६) (लिरस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्कलोजर रिक्वायर्मेंट्स) रेग्युलेशन २०१५ मधील तरतुदीनुसार देय असलेल्या सर्वसाधारण व्यवस्थापकीय मानधनात वाढ करण्याबाबत सभासदांची मान्यता घेण्याच्या संदर्भात आहे. आम्ही ही बाब पुन्हा स्पष्ट करू इच्छितो की हे कंपनीज अॅक्ट २०१३ मध्ये आणि सिस्युटीडीओ अॅण्ड एक्सचेंज बोर्ड ऑफ इंडिया (लिरस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्कलोजर रिक्वायर्मेंट्स) रेग्युलेशन, २०१५ मधील तरतुदीच्या पूर्ततेनुसारच आहे.

तथापि, स्पष्टीकरणाच्या संदर्भातील निवेदनात अधिक स्पष्टता असावी याकरिता कंपनीने एजीएमच्या सूचनेमधील मुद्दा क्रमांक ५ मधील मूळच्या स्पष्टीकरणामध्ये पूरकपत्र जोडले आहे, त्यानुसार सभासदांना विनंती करण्यात येते की, त्यांनी स्पष्टीकरणाबाबत निवेदनातील या पूरकपत्राची नोंद घ्यावी.

एजीएमच्या सूचनेला असलेले हे पूरकपत्र ("अॅड्डम") हा एजीएमच्या सूचनेचा अविभाज्य भाग असलेला जी एजीएमची सूचना कंपनीच्या सभासदांना अगोदरच पाठविण्यात आली आहे आणि या तारखेस आणि या तारखेपासून एजीएमची सदर सूचना या पूरकपत्रासह वाचण्यात येईल त्याचप्रमाणे हे पूरकपत्र बीएसई लिमिटेड (www.bseindia.com) दि नॅशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड (www.nseindia.com) आणि कंपनीचे संकेतस्थळ (www.kpit.com) येथेही उपलब्ध आहे.

एजीएमच्या सूचनेतील मुद्दा क्रमांक ५ मध्ये प्रस्तावित केल्याप्रमाणे राखलेल्या आणि या पूरकपत्रानुसार दुरुस्त किंवा पूरक केल्यानुसार असलेल्या मुद्दाव्यतिरिक्त अन्य मुद्दे कायम राहतील.

एजीएमच्या सूचनेतील मुद्दा क्रमांक ५ मधील स्पष्टीकरणात्मक निवेदनास पूरकपत्र

विशेष कार्यक्रमाअंतर्गत एजीएमच्या सूचनेत पान नं. ६ आणि ७ वरील मुद्दा क्रमांक ५ मध्ये देण्यात आलेल्या स्पष्टीकरणात्मक निवेदना व्यतिरिक्त आम्ही सर्वसाधारण व्यवस्थापकीय मानधनात वाढ करण्याबाबतचा आधार प्रकट करित आहोत की, ज्यासाठी कंपनीच्या सभासदांची मान्यता मागितली जात आहे.

१) व्यवस्थापकीय संचालक, पूर्वीवैळ संचालक आणि व्यवस्थापक यांच्यासह आपल्या संचालकांना कोणत्याही आर्थिक वर्षात, कंपनीज अॅक्ट २०१३ मधील सेवशन १९८ अनुसार करण्यात येणाऱ्या हिशोबानुसार आर्थिक वर्षाबाबत कंपनीच्या निव्वळ नफ्याच्या ११% ते १७% एवढी सर्वसाधारण वाढ करणे.

२) कोणत्याही आर्थिक वर्षात कंपनीचे कोणतेही संचालक किंवा अधिक व्यवस्थापकीय संचालक किंवा पूर्वीवैळ संचालक यांना कंपनीज अॅक्ट, २०१३ मधील सेवशन १९७ मधील सब सेवशन(१) विहित केल्यानुसार खंड (I) अनुसार कंपनीज अॅक्ट २०१३ मधील सेवशन १९८ अनुसार विहित केल्यात आलेल्या पध्दतीनुसार हिशोब केल्याप्रमाणे आणि सिस्युटीडीओ अॅण्ड एक्सचेंज बोर्ड ऑफ इंडिया (लिरस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्कलोजर रिक्वायर्मेंट्स) रेग्युलेशन, २०१५ च्या रेग्युलेशन १७(६)(ई) मर्यादेबाहेर जाऊन कंपनीच्या निव्वळ नफ्याच्या ५% किंवा १०%(लागू असल्याप्रमाणे) ही मर्यादा ८% किंवा १५% एवढी वाढविणे.

३) कंपनीच्या अ-कार्यकारी संचालकांना कोणत्याही आर्थिक वर्षात देय असलेल्या कंपनीज अॅक्ट, २०१३ मधील सेवशन १९८ मध्ये विहित केल्यानुसार हिशोब करून कंपनीज अॅक्ट, २०१३ च्या सेवशन १९७ मधील सब सेवशन(१) मधील बाब (II) (ए) मध्ये निश्चित केल्यानुसार असलेली मर्यादा १% वरून २% एवढी करणे.

वर नमूद केल्यानुसार मर्यादांच्या संदर्भातील विशेष ठरावानुसार सभासदांची मान्यता अर्थिक वर्ष २०२१-२२ पासून १ वर्षांच्या कालावधीसाठी घेण्याचा प्रस्ताव आहे.

जसे की आमचे ध्येय मुख्यतः मोबिलिटी उद्योगाकडे आहे आणि आम्ही यापुढे मोठ्या अंतर्गत संघी आणि बाह्य क्षेत्रात असामान्य अशा संघीच्या उंबरठ्यावर आहोत. येत्या वर्षामध्ये अनुकूल असे स्वरूपाचे व्यावसायिक वातावरण आमसह दिसत आहे. संबधित व्यवसायात तांत्रिक क्षेत्रातील आणि आंतरराष्ट्रीय बाजारपेठेतील नामवंतांना स्वतंत्र संचालक म्हणून नेमणे आणि आमची क्षमता आणि दर्जा वाढविण्याची योजना आहे. वर नमूद केल्यानुसार व्यवस्थापकीय मानधनातील निघोषित वाढ यासाठी सुविधाजनक ठरेल.

श्री. एस. बी. (रवि) पंडित, श्री. किशोर पाटील, श्री. सचिन टिकेकर, श्री. अनंत तळोलीकर, श्री. बी. व्ही. आर सुब्बू, प्रो. अलवर्तौ ल्युंगी सीओबी व्ही विन्सेन्टेल्ली, डॉ. निखिल जकातदार आणि त्यांचे मातलया या व्यतिरिक्त कोणी प्रमुख व्यवस्थापकीय व्यक्ती किंवा त्यांच्या नातलापाईकी कोणी, कोणत्याही मागने, आर्थिक किंवा अन्य बाबतीत या ठरावाशी संबधित किंवा इच्छुक नाहीत.

श्रीमती शुभलक्ष्मी पानसे यांनी स्वतंत्र संचालक या पदावरून १७ जून, २०२१ पासून राजीनामा दिलेला आहे. संचालकांपैकी कोणीही एकमेकांशी किंवा प्रमुख व्यवस्थापकीय व्यक्ती किंवा त्यांचे मातलया यांच्याशी नाते असणारे नाहीत.

वर नमूद केल्यानुसार, सूचनेतील मुद्दा क्रमांक ५ मध्ये नमूद केल्यानुसार विशेष ठरावाची संचालक मंडळाकडून मागधारकांच्या मान्यतेसाठी शिफारस करीत आहोत.

संचालक मंडळाच्या आदेशानुसार
केपीआयटी टेक्नॉलॉजीज लिमिटेड साठी

सही / -

निदा देशपांडे

कंपनी सचिव

ठिकाण : पुणे

दिनांक : ऑगस्ट ११, २०२१

KPIT

KPIT Technologies Limited

CIN: L74999PN2018PLC174192

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

Tel: +91 20 6770 6000 | Email: grievances@kpit.com | Website: www.kpit.com

ADDENDUM TO THE NOTICE of the 4th Annual General Meeting of the Members of KPIT Technologies Limited to be held on Wednesday, August 25, 2021 at 10.30 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)

Dear Shareholders,

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The Item No. 5 of the Special Business from the Notice of the AGM and Explanatory Statement thereto pertain to seeking an approval of the Members for approving the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We wish to reiterate that the same is in due compliance of the prevailing provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, with a view to add clarity to the explanatory statement, the Company has made an amendment to the original disclosure on Item No. 5 of the Notice of the AGM. Accordingly, the Members are requested to kindly take note of this amendment to the disclosure in the Explanatory Statement.

This addendum to the Notice of the AGM (“Addendum”) shall form an integral part of the Notice of the AGM which has already been circulated to the Members of the Company and on and from the date hereof, the Notice of the AGM shall always be read in conjunction with this Addendum. This Addendum will also be published in the Financial Express (in English) and Loksatta (in Marathi) and will also be available on the website of BSE Limited (www.bseindia.com), the National Stock Exchange of India Limited (www.nseindia.com) and on the website of the Company (www.kpit.com).

All other contents of the Notice of the AGM including the Special Resolution as proposed in Item No. 5, save and except as modified or supplemented by this Addendum, shall remain unchanged.

Addendum to the Explanatory Statement for Item No. 5 of the Notice of the AGM

As addition to the explanatory statement given for Item No. 5 under special business on the page nos. 6 & 7 of the Notice of the AGM, we would like to submit the following rationale for increase in the overall managerial remuneration limits for which the approval of the Members of the Company is being sought:

1. to increase the overall maximum managerial remuneration limit payable to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year from 11% to 17% of the net profits of the Company, computed in the manner as laid down in section 198 of the Companies Act, 2013.
2. to increase the limit of 5% or 10% (as applicable), as stipulated in clause (i) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013, payable to any one or more managing directors or whole-time directors of the Company in any financial year to 8% or 15% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013 and in excess of limit under regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



3. to increase the limit of 1%, as stipulated in clause (ii)(A) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013, payable to Non-executive Directors of the Company in any financial year to 2% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013.

This approval of the Members of the Company by way of a special resolution for limits as stated above is proposed to be taken for a period of 5 years commencing from FY 2021-22.

With our focus on the mobility industry, we are at the cusp of a transformative journey internally and an extraordinary opportunity externally. We see a much favourable business environment in the coming years. We intend to strengthen and further increase our competency and positioning by bringing relevant industry and technology veterans especially from international markets, as Independent Directors. The proposed increase in managerial remuneration limits will facilitate the same.

Except Mr. S. B. (Ravi) Pandit, Mr. Kishor Patil, Mr. Sachin Tikekar, Mr. Anant Talaulicar, Mr. B V R Subbu, Prof. Alberto Luigi Sangiovanni Vincentelli, Dr. Nickhil Jakatdar and their relatives, none of the key managerial personnel or any of their relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

Ms. Shubhalakshmi Panse resigned from the position of Independent Director with effect from June 17, 2021.

None of the Directors are related to each other or key managerial personnel of the Company or their relatives.

In light of above, the Board of Directors recommends the Special Resolution set forth as Item No. 5 of the Notice for approval of the shareholders.

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

Pune
August 11, 2021

Nida Deshpande
Company Secretary