

July 25, 2019

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

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

The voting results along with the scrutinizer's report will also be available on the Company's website www.kpit.com and on the website of National Securities Depositories Limited www.evoting.nsdl.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 24, 2019

To

Mr. S.B. (Ravi) Pandit

Chairman

KPIT Technologies Limited

(Formerly KPIT Engineering Limited)

Plot No. 17, Rajiv Gandhi Infotech Park,

MIDC-SEZ, Phase III, Maan, Taluka-Mulshi,

Hinjawadi, Pune 411057, India

Dear Sir,

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

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



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

SPECIAL RESOLUTIONS

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

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



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



9. The results of voting are as under:-

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

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

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



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

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



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

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



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

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e-votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e-votes received	95	78247839	481	94487938	576	172735777	NA
b.1 Less: Invalid postal ballot forms	3	460	0	0	3	460	NA
b.2 No. of less votes cast	4	228	2	12985	6	13213	NA
b.3 abstained votes	0	0	0	0	0	0	NA
c. Net Valid Postal Ballot Forms and/ or e-votes (a - b.1)	92	78247151	481	94474953	573	172722104	100
d. Postal Ballot Forms/E-votes with Assent	89	78246749	286	57409103	375	135659852	78.5399
e. Postal ballot Forms/E-votes with Dissent	3	402	195	37065850	198	37066252	21.4601



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		June 17, 2019 (Voting start date: June 24, 2019 (9.00 a.m. IST) to July 23, 2019 (5.00 p.m. IST))						
Total number of shareholders on record date		57536 (Cut-off date- June 14, 2019)						
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		Approval of 'KPIT Technologies Limited - Employee Stock Option Scheme 2019A' and grant of Stock Options to the employees of the Company						
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	114038596	20512289	17.9871	20512289	0	100	0
	Postal Ballot		78126307	68.5087	78126307	0	100	0
	Total		98638596	86.4958	98638596	0	100	0
Public Institutions	E-Voting	94838270	73576425	77.5809	66345462	7230963	90.1721	9.8278
	Postal Ballot		0	0	0	0	0	0
	Total		73576425	77.5809	66345462	7230963	90.1721	9.8278
Public Non Institutions	E-Voting	65266942	386424	0.5921	283295	103129	73.3119	26.6880
	Postal Ballot		120844	0.1852	120842	2	99.9983	0.0016
	Total		507268	0.7773	404137	103131	79.6693	20.3307
Total		274143808	172722289	63.0043	165388195	7334094	95.7538	4.2462



Resolution No. 2

Name of the Company		KPIT Technologies Limited (Formerly KPIT Engineering Limited)						
Date of Postal Ballot		June 17, 2019 (Voting start date: June 24, 2019 (9.00 a.m. IST) to July 23, 2019 (5.00 p.m. IST))						
Total number of shareholders on record date		57536 (Cut-off date- June 14, 2019)						
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						
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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	114038596	20512289	17.9871	20512289	0	100	0
	Postal Ballot		78126307	68.5087	78126307	0	100	0
	Total		98638596	86.4958	98638596	0	100	0
Public Institutions	E-Voting	94838270	73576425	77.5809	66615377	6961048	90.5390	9.4609
	Postal Ballot		0	0	0	0	0	0
	Total		73576425	77.5809	66615377	6961048	90.5390	9.4609
Public Non Institutions	E-Voting	65266942	386424	0.2695	275069	111355	71.1832	28.8167
	Postal Ballot		120844	0.1852	120842	2	99.9983	0.0016
	Total		507268	0.7773	395911	111357	78.0477	21.9523
Total		274143808	172722289	63.0043	165649884	7072405	95.9053	4.0947



Resolution No 3

Name of the Company		KPIT Technologies Limited (Formerly KPIT Engineering Limited)						
Date of Postal Ballot		June 17, 2019 (Voting start date: June 24, 2019 (9.00 a.m. IST) to July 23, 2019 (5.00 p.m. IST))						
Total number of shareholders on record date		57536 (Cut-off date- June 14, 2019)						
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.3		Approval of KPIT Technologies Limited - Employee Stock Purchase Scheme 2019 and grant of equity shares to the employees of the Company						
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	114038596	20512289	17.9871	20512289	0	100	0
	Postal Ballot		78126307	68.5087	78126307	0	100	0
	Total		98638596	86.4958	98638596	0	100	0
Public Institutions	E-Voting	94838270	73576425	77.5809	36616455	36959970	49.7665	50.2334
	Postal Ballot		0	0	0	0	0	0
	Total		73576425	77.5809	36616455	36959970	49.7665	50.2334
Public Non Institutions	E-Voting	65266942	386389	0.5920	282925	103464	73.2228	26.7771
	Postal Ballot		120844	0.1852	120842	2	99.9983	0.0016
	Total		507233	0.7772	403767	103466	79.6019	20.3981
Total		274143808	172722254	630043	135658818	37063436	78.5416	21.4584



Resolution No. 4

Name of the Company:		KPIT Technologies Limited (Formerly KPIT Engineering Limited)						
Date of Postal Ballot:		June 17, 2019 (Voting start date: June 24, 2019 (9.00 a.m. IST) to July 23, 2019 (5.00 p.m. IST))						
Total number of shareholders on record date/cut-off date :		57536 (Cut-off date- June 14, 2019)						
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.4		Grant of equity shares to the employees of the Subsidiary Company(ies) of the Company under KPIT Technologies Limited - Employee Stock Purchase Scheme 2019						
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	114038596	20512289	17.9871	20512289	0	100	0
	Postal Ballot		78126307	68.5087	78126307	0	100	0
	Total		98638596	86.4958	98638596	0	100	0
Public Institutions	E-Voting	94838270	73576425	77.5809	36616455	36959970	49.7665	50.2334
	Postal Ballot		0	0	0	0	0	0
	Total		73576425	77.5809	36616455	36959970	49.7665	50.2334
Public Non Institutions	E-Voting	65266942	386239	0.5918	280359	105880	72.5869	27.4130
	Postal Ballot		120844	0.1852	120442	402	99.6673	0.3326
	Total		507083	0.777	400801	106282	79.0405	20.9595
Total		274143808	172722104	63.0042	135655852	37066252	78.5399	21.4601



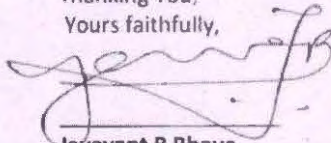
11. All registers, relevant records and other incidental papers, ballot papers, particulars of shareholders such as name, folio number or DP ID/ Client ID, number of shares dissented, number of shares rejected and other papers related to e-voting, postal ballot papers and ballot papers of voting at the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

Result

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

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


Thanking You,
Yours faithfully,



Jayavant B Bhave
Company Secretary in Whole-time Practice
FCS 4266 CP 3068
Scrutinizer appointed for the Postal Ballot Process
[Including Remote e-voting and Voting by physical postal ballot]



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

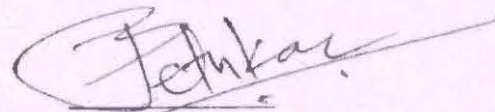

Nida Deshpande
Company Secretary



Date: July 24, 2019
Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 5:25 PM on Tuesday, July 23, 2019.


Ruchita Deshpande


Tanmay Pethkar