

August 26, 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:** - Voting Results of the 4<sup>th</sup> Annual General Meeting ('AGM') of KPIT Technologies Limited ('the Company').

**Reference:** - Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Dear Sir / Madam,

The 4<sup>th</sup> AGM of the Company was held on Wednesday, August 25, 2021 through Video Conferencing/Other Audio-Visual Means, to transact the following business as stated in the Notice convening the AGM which have been passed with requisite majority:

**Ordinary Resolutions:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors and the report of the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors thereon.
3. To declare final dividend for the financial year ended March 31, 2021 (Rs. 1.50 per equity share of Rs. 10/- each i.e. at 15%).
4. To appoint a director in place of Mr. Sachin Tikekar (DIN: 02918460), who retires by rotation and being eligible, offers himself for re-appointment.

## **Special Resolutions:**

5. To consider and approve the increase in remuneration limit as per Section 197 of Companies Act, 2013 and Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of 5 years commencing from FY 2021-22 as follows:
  - a) Directors, including Managing Director, Whole Time Director, Manager, if any, from 11% to 17%;
  - b) Any one or more Managing Directors or Whole-Time Directors of the Company from 5% or 10% to 8% or 15% respectively;
  - c) Non-executive Directors of the Company in any financial year from 1 % to 2%.
6. To consider and approve continuation in appointment of Prof. Alberto Luigi Sangiovanni Vincentelli (DIN: 05260121) as an Independent Director of the Company on attaining the age of 75 years.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations;
- 2) The Scrutinizer's Report dated August 26, 2021, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended.

The Voting Results along with the Scrutinizer's Report is available on the Company's website at [www.kpit.com](http://www.kpit.com) and will also be made available on the website of KFin Technologies Private Limited at [www.evoting.kfintech.com](http://www.evoting.kfintech.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	
Date of the AGM/EGM	25-08-2021
Total number of shareholders on record date	157465
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	19
Public:	93

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors and the report of the Board of Directors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,052,171	110,048,891	99.9970	110,048,891	0	100.0000	0.0000	0	0
	Poll		3,280	0.0030	3,280	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		110,052,171	100.0000	110,052,171	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	93,917,329	59,506,798	63.3608	59,494,173	12,625	99.9787	0.0212	0	1,066,555
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		59,506,798	63.3608	59,494,173	12,625	99.9788	0.0212	0	1066555
Public- Non Institutions	E-Voting	70,174,308	1,652,402	2.3547	1,651,931	471	99.9714	0.0285	0	8,277,101
	Poll		1,946,347	2.7736	1,946,347	0	100.0000	0.0000	0	15,000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,598,749	5.1283	3,598,278	471	99.9869	0.0131	0	8292101
Total		274,143,808	173,157,718	63.1631	173,144,622	13,096	99.9924	0.0076	0	9358656



**KPIT TECHNOLOGIES LIMITED**

Date of the AGM/EGM	25-08-2021
Total number of shareholders on record date	157465
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	19
Public:	93

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,052,171	110,048,891	99.9970	110,048,891	0	100.0000	0.0000	0	0
	Poll		3,280	0.0030	3,280	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>110,052,171</b>	<b>100.0000</b>	<b>110,052,171</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	93,917,329	59,506,798	63.3608	59,494,173	12,625	99.9787	0.0212	0	1,066,555
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>59,506,798</b>	<b>63.3608</b>	<b>59,494,173</b>	<b>12,625</b>	<b>99.9788</b>	<b>0.0212</b>	<b>0</b>	<b>1,066,555</b>
Public- Non Institutions	E-Voting	70,174,308	1,652,402	2.3547	1,651,921	481	99.9708	0.0291	0	8,277,101
	Poll		1,946,347	2.7736	1,946,347	0	100.0000	0.0000	0	15,000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>3,598,749</b>	<b>5.1283</b>	<b>3,598,268</b>	<b>481</b>	<b>99.9866</b>	<b>0.0134</b>	<b>0</b>	<b>8,292,101</b>
<b>Total</b>		<b>274,143,808</b>	<b>173,157,718</b>	<b>63.1631</b>	<b>173,144,612</b>	<b>13,106</b>	<b>99.9924</b>	<b>0.0076</b>	<b>0</b>	<b>935,8656</b>



**KPIT TECHNOLOGIES LIMITED**

<b>Date of the AGM/EGM</b>	25-08-2021
<b>Total number of shareholders on record date</b>	157465
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	19
<b>Public:</b>	93

<b>Resolution No.</b>	3									
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - To declare final dividend for the financial year ended March 31, 2021									
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No									
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>
Promoter and Promoter Group	E-Voting	110,052,171	110,048,891	99.9970	110,048,891	0	100.0000	0.0000	0	0
	Poll		3,280	0.0030	3,280	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>110,052,171</b>	<b>100.0000</b>	<b>110,052,171</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	93,917,329	60,573,353	64.4965	60,573,353	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>60,573,353</b>	<b>64.4965</b>	<b>60,573,353</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	70,174,308	9,929,036	14.1491	9,928,545	491	99.9950	0.0049	0	437
	Poll		1,946,347	2.7736	1,946,347	0	100.0000	0.0000	0	15,000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>11,875,383</b>	<b>16.9227</b>	<b>11,874,892</b>	<b>491</b>	<b>99.9959</b>	<b>0.0041</b>	<b>0</b>	<b>15437</b>
<b>Total</b>		<b>274,143,808</b>	<b>182,500,907</b>	<b>66.5712</b>	<b>182,500,416</b>	<b>491</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>15437</b>



KPIT TECHNOLOGIES LIMITED	
Date of the AGM/EGM	25-08-2021
Total number of shareholders on record date	157465
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	19
Public:	93

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sachin Tikekar (DIN 02918460), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,052,171	109,208,091	99.2330	109,208,091	0	100.0000	0.0000	0	840,800
	Poll		3,280	0.0030	3,280	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		109,211,371	99.2360	109,211,371	0	100.0000	0.0000	0	840800
Public- Institutions	E-Voting	93,917,329	60,573,353	64.4965	59,278,614	1,294,739	97.8625	2.1374	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		60,573,353	64.4965	59,278,614	1,294,739	97.8625	2.1375	0	0
Public- Non Institutions	E-Voting	70,174,308	9,928,674	14.1486	9,926,495	2,179	99.9780	0.0219	0	799
	Poll		1,946,347	2.7736	1,946,347	0	100.0000	0.0000	0	15,000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,875,021	16.9222	11,872,842	2,179	99.9817	0.0183	0	15799
Total		274,143,808	181,659,745	66.2644	180,362,827	1,296,918	99.2861	0.7139	0	856599



KPIT TECHNOLOGIES LIMITED	
Date of the AGM/EGM	25-08-2021
Total number of shareholders on record date	157465
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	19
Public:	93

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the increase in overall maximum managerial remuneration limit payable under the provisions of Section 197 of the Companies Act, 2013 Regulation 17 (6) of SEBI									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,052,171	92,982,510	84.4895	92,982,510	0	100.0000	0.0000	0	17,066,381
	Poll		0	0.0000	0	0	0.0000	0.0000	0	3,280
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		92,982,510	84.4895	92,982,510	0	100.0000	0.0000	0	17069661
Public- Institutions	E-Voting	93,917,329	58,511,154	62.3007	46,025,222	12,485,932	78.6605	21.3394	0	2,062,199
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		58,511,154	62.3007	46,025,222	12,485,932	78.6606	21.3394	0	2062199
Public- Non Institutions	E-Voting	70,174,308	1,647,798	2.3481	1,638,585	9,213	99.4408	0.5591	0	8,281,675
	Poll		1,946,347	2.7736	1,928,828	17,519	99.0999	0.9000	0	15,000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,594,145	5.1217	3,567,413	26,732	99.2562	0.7438	0	8296675
Total		274,143,808	155,087,809	56.5717	142,575,145	12,512,664	91.9319	8.0681	0	27428535



**KPIT TECHNOLOGIES LIMITED**

<b>Date of the AGM/EGM</b>	25-08-2021
<b>Total number of shareholders on record date</b>	157465
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	19
<b>Public:</b>	93

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the continuation of Directorship of Prof. Alberto Luigi Sangiovanni									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	110,052,171	110,048,891	99.9970	110,048,891	0	100.0000	0.0000	0	0
	Poll		3,280	0.0030	3,280	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>110,052,171</b>	<b>100.0000</b>	<b>110,052,171</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	93,917,329	60,573,353	64.4965	59,266,563	1,306,790	97.8426	2.1573	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>60,573,353</b>	<b>64.4965</b>	<b>59,266,563</b>	<b>1,306,790</b>	<b>97.8426</b>	<b>2.1574</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	70,174,308	9,928,678	14.1486	9,922,195	6,483	99.9347	0.0652	0	814
	Poll		1,946,347	2.7736	1,946,104	243	99.9875	0.0124	0	15,000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>11,875,025</b>	<b>16.9222</b>	<b>11,868,299</b>	<b>6,726</b>	<b>99.9434</b>	<b>0.0566</b>	<b>0</b>	<b>15814</b>
<b>Total</b>		<b>274,143,808</b>	<b>182,500,549</b>	<b>66.5711</b>	<b>181,187,033</b>	<b>1,313,516</b>	<b>99.2803</b>	<b>0.7197</b>	<b>0</b>	<b>15814</b>





**Consolidated Report of Scrutinizer on e-voting Process**

**[Remote e-voting and e-voting conducted at the Fourth Annual General Meeting (AGM) held through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.]**

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014; further read with General Circular Nos. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, September 28, 2020, December 31, 2020 and January 13, 2021, respectively, and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as "the MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as "the SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 {"the Act"} and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"the SEBI (LODR) Regulations, 2015"}.]

**August 26, 2021**

To

Ms. Nida Deshpande  
Company Secretary  
KPIT Technologies Limited  
Plot No. 17, Rajiv Gandhi Infotech Park,  
MIDC-SEZ, Phase-III, Maan, Taluka-Mulshi,  
Hinjawadi, Pune 411057.

Dear Ms. Nida Deshpande,

**Sub: Consolidated Report of Scrutinizer on e-voting process [Remote e-voting and e-voting conducted at the Fourth AGM held through VC/OAVM facility, conducted pursuant to the provisions of Section 108 of the Act read with Companies (Management and Administration) Rules, 2014 further read with the MCA Circulars and the SEBI Circulars and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015.**

The Board of Directors of KPIT Technologies Limited ("the Company") has vide resolution passed on July 23, 2021 decided to provide to the members of the Company, facility to exercise their voting



right on the resolutions as set out in the notice of Fourth Annual General Meeting ('AGM') held on August 25, 2021 by way of Voting through electronic means [including Remote E-voting and E-voting at the AGM (Insta Poll)]; as required under the provisions of Sections 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice, having Membership No. FCS 4266 and Certificate of Practice Number 3068 has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on April 28, 2021 as required under Sections 108 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the voting process by electronic means (including Remote E-voting and e-voting at the AGM); in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Fourth Annual General Meeting of the Company held on August 25, 2021 and stated hereinbelow:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors and the report of the Board of Directors thereon (Ordinary Resolution).
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors thereon (Ordinary Resolution).
3. To declare final dividend for the financial year ended March 31, 2021 (Ordinary Resolution).
4. To appoint a director in place of Mr. Sachin Tikekar (DIN: 02918460), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution).

**Special Business:**

5. To consider and approve the increase in remuneration limit as per Section 197 of Companies Act, 2013 and Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of 5 years commencing from FY 2021-22 as follows: (Special Resolution)
  - a) Directors, including Managing Director, Whole Time Director, Manager, if any, from 11% to 17%;
  - b) Any one or more Managing Directors or Whole-Time Directors of the Company from 5% or 10% to 8% or 15% respectively;
  - c) Non-executive Directors of the Company in any financial year from 1 % to 2%.



6. To consider and approve continuation in appointment of Prof. Alberto Luigi Sangiovanni Vincentelli (DIN: 05260121) as an Independent Director of the Company on attaining the age of 75 years (Special Resolution).

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/ E-voting at the AGM. 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 E-Voting System provided by KFin Technologies Private Limited, Registrar & Transfer Agent of the Company ("KFin"/"RTA"), the authorized agency to provide Remote E-voting/ E-voting at the AGM facilities and engaged by the company for that purpose.

The Notice of AGM dated July 23, 2021, convening the Fourth Annual General Meeting of the Company to be held through Video Conference / Other Audio Visual Means ("VC/OAVM"), on Wednesday, August 25, 2021 at 10:30 a.m. IST, was sent through electronic mode to the members of the Company and the members of the Company holding shares on the cut-off date i.e. Wednesday, August 18, 2021 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of Fourth Annual General Meeting.

In this regard, I submit my report as under:

1. The E-voting period remained open from Friday, August 20, 2021 (1:00 p.m. IST) and ended on Tuesday, August 24, 2021 (5:00 p.m. IST)
2. After the conclusion of AGM on August 25, 2021, I have downloaded, scrutinized and counted the Votes cast through remote e-voting and Insta Poll, for the purpose of this report.
3. I have unblocked the electronic votes cast through remote e-voting and Insta Poll in the presence of the witnesses (who are not in the employment of the Company) from the e-voting website of KFin (<https://evoting.kfintech.com>).
4. The details containing list of the shareholders who cast their votes electronically on each of the resolutions; was downloaded from the e-voting website of KFin (<https://evoting.kfintech.com>).
5. The consolidated results of the e-voting process (including Remote E-voting and Insta Poll) are as follows:



**Resolution No. 1 (Ordinary Resolution)**

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors and the report of the Board of Directors thereon.

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
564	173144622	99.9924

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	13096	0.0076

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Abstain Votes:**

Total Number of members present and abstained from voting	Number of Abstained Vote
10	9358656

**Resolution No. 2 (Ordinary Resolution)**

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2021, together with the reports of the Auditors thereon.

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
563	173144612	99.9924

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	13106	0.0076

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Abstain Votes:**

Total Number of members present and abstained from voting	Number of Abstained Vote
10	9358656

**Resolution No. 3 (Ordinary Resolution)**

To declare final dividend for the financial year ended March 31, 2021.

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
568	182500416	99.9997

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
4	491	0.0003

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Abstain Votes:**

Total Number of members present and abstained from voting	Number of Abstained Vote
6	15437



**Resolution No. 4. (Ordinary Resolution)**

To appoint a director in place of Mr. Sachin Tikekar (DIN: 02918460), who retires by rotation and being eligible, offers himself for re-appointment.

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
542	180362827	99.2861

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
25	1296918	0.7139

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Abstain Votes:**

Total Number of members present and abstained from voting	Number of Abstained Vote
12	856599

**Resolution No. 5 (Special Resolution)**

To consider and approve the increase in remuneration limit as per Section 197 of Companies Act, 2013 and Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of 5 years commencing from FY 2021-22.

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
486	142575145	91.9319

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
69	12512664	8.0681

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Abstain Votes:**

Total Number of members present and abstained from voting	Number of Abstained Vote
27	27428535

**Resolution No. 6 (Special Resolution)**

To consider and approve continuation in appointment of Prof. Alberto Luigi Sangiovanni Vincentelli (DIN: 05260121) as an Independent Director of the Company on attaining the age of 75 years.

**Voted in Favour of the Resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
527	181187033	99.2803

**Voted against the resolution:**

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
40	1313516	0.7197

**Invalid Votes:**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Abstain Votes:**

Total Number of members present and abstained from voting	Number of Abstained Vote
12	15814



6. The Register, all other papers and relevant records (including electronic data) relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of Fourth Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

**Result:**

All the six resolutions put to vote have secured requisite majority of votes as under-

- a. Resolution number 1 to 4 have been passed as **Ordinary Resolutions**.  
b. Resolution number 5 and 6 have been passed as **Special Resolutions**.

The Chairman of the 4th Annual General Meeting or Company Secretary of the Company may accordingly declare the result of voting.

Thanking You,  
Yours faithfully,  
For J. B. Bhavé & Co.



Jayavant B Bhavé

Company Secretary in Whole-time Practice

FCS 4266 CP 3068

UDIN: F004266C000834205

P.R No.: 1238/2021

Scrutinizer appointed by the Board of Directors for the  
Voting process for 4<sup>th</sup> AGM of the Company

Date: August 26, 2021

Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of KFin in our presence at 12:35 PM on Wednesday, August 25, 2021.



Ruchita Deshpande

Witness

Counter-signed by:  
For KPIT Technologies Limited



Nida Deshpande

Company Secretary

F6247



Keyuri Meghani

Witness