

November 19, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

**National Stock Exchange of India Limited,**

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

Dear Sir / Madam,

**Sub: - Notice of Postal Ballot**

**Ref:-** Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Please find enclosed herewith a copy of the Postal Ballot Notice (“Notice”) sent to shareholders to seek their approval for two special business as Special Resolutions:

- a) To approve the appointment of Mr. Vijay Keshav Gokhale (DIN: 09134089), as an Independent Director of the Company for a period of 3 (three) years with effect from October 23, 2024, to October 22, 2027.
- b) To consider and approve raising of capital through issuance of equity shares or other eligible convertible securities for an amount up to INR 2,880 crores.

The aforesaid Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, November 15, 2024 (“Cut-off date”)**, seeking their approval as set out in the Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-Voting facility to its members. The details of the procedure to cast the vote forms part of the Notes section of the Notice.

<b>Commencement of e-Voting</b>	Thursday, November 21, 2024 (09:00 A.M. IST)
<b>End of e-Voting</b>	Friday, December 20, 2024 (05:00 P.M. IST)

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the Notes section of the Notice.

The Notice will also be available on the Company's website at <https://www.kpit.com/investor-gov/> and also on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly acknowledge receipt of the same.

Thanking you.

Yours faithfully,

For **KPIT Technologies Limited**

Nida Deshpande  
**Company Secretary & Compliance Officer**

## 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 67706000 | Email: [grievances@kpit.com](mailto:grievances@kpit.com) | Website: [www.kpit.com](http://www.kpit.com)

## POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard on General Meetings ("SS-2") issued by the ICSI and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) each as amended from time to time and pursuant to other applicable laws and regulations, resolutions as set out in this Postal Ballot Notice ("**Notice**"), is proposed to be passed by the Members of KPIT Technologies Limited ("**the Company**") through postal ballot only by way of remote e-voting facility ("**remote e-Voting**").

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participant(s) as on **Friday, November 15, 2024 ("Cut-off date")**. If any Member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI

LODR, 2015, and in accordance with MCA Circulars, the Company is pleased to provide the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by 'remote e-voting' only, for this purpose, the Company has availed electronic voting platform of NSDL for facilitating e-voting. The instructions for e-voting are provided hereunder. E-voting commences on **Thursday, November 21, 2024 (09:00 a.m. IST)** and ends on **Friday, December 20, 2024, (05:00 p.m. IST)**. Members are requested to follow the procedure as stated in this Notice for casting their votes by e-voting.

In accordance with MCA Circulars, Members are requested to communicate their assent or dissent through the remote e-voting system only. Members are also requested to carefully read all the instructions given in the Notes. The said notice of Postal Ballot is also available on the website of the Company at [www.kpit.com](http://www.kpit.com).

Mr. Jayavant Bhavé, Proprietor J. B. Bhavé & Co., Company Secretaries, Pune, has been appointed by the Board of Directors of Company at its meeting held on Wednesday, October 23, 2024, as the Scrutinizer to scrutinize the postal ballot process including voting by fair and transparent manner. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman/Company Secretary or any other authorized personnel of the Company who shall counter sign the same.

The results of the Postal Ballot will be announced not later than 2 working days after the conclusion of the e-voting period. The said results would be displayed on the website of the Company [www.kpit.com](http://www.kpit.com) and on the website of NSDL [www.evoting.nsd.com/](http://www.evoting.nsd.com/). The results shall simultaneously be intimated to the National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) and BSE Limited [www.bseindia.com](http://www.bseindia.com) where the shares of the Company are listed.

The proposed Special Resolution(s) and the Explanatory Statement stating the facts as required in terms of

Section 102 of the Act as appended hereto forms part of this Notice. The Company seeks the approval of Members, for the following items of business.

## SPECIAL BUSINESS

### 1. TO APPROVE THE APPOINTMENT OF MR. VIJAY KESHAV GOKHALE (DIN: 09134089), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS WITH EFFECT FROM OCTOBER 23, 2024 TO OCTOBER 22, 2027

To consider, and if thought fit, with or without modification(s), to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 160 and 161 read with Schedule IV, and article 93 of the Articles of the Associations of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 16(1)(b), 17 & 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Vijay Keshav Gokhale** (DIN: 09134089) who was appointed as an Additional & Independent Director of the Company 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 three years from October 23, 2024, to October 22, 2027, 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.”

### 2. TO CONSIDER AND APPROVE RAISING OF CAPITAL THROUGH ISSUANCE OF EQUITY SHARES OR OTHER ELIGIBLE CONVERTIBLE SECURITIES FOR AN AMOUNT UP TO INR 2,880 CRORES.

To consider, and if thought fit, with or without modification(s) to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and all other applicable provisions of the Companies Act, 2013, as amended, (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the

Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and in accordance with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof (“**FEMA**”), and the rules and regulations framed thereunder, including the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**GOI**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**GoI**”), including the Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GoI, Ministry of Corporate Affairs (“**MCA**”), the Reserve Bank of India (“**RBI**”), BSE Limited and National Stock Exchange of India Limited (collectively “**Stock Exchanges**”), the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies (“**ROC**”) and/ or any other regulatory/ statutory authorities, in India or abroad, from time to time and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) and clarifications issued thereon from time to time from various regulatory and statutory authorities, including the GoI, the RBI, SEBI, MCA, ROC and the Stock Exchanges (hereinafter referred to as “**Appropriate Authorities**”), and subject to such

terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors of the Company (“**Board**” which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, for such part of issue and for such categories of persons as may be permitted by the applicable law) with or without green shoe option, such number of Equity Shares and/or other securities convertible into Equity Shares and/or any other instruments and/or eligible securities representing either equity shares and/or convertible securities linked to equity shares or through any other permissible mode (hereinafter referred to as “**Securities**”), or any combination thereof, in one or more tranches in Indian Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner, and in consultation with the lead manager(s)/book running lead manager(s) and/or other advisor(s) or otherwise may at any time decide, including a discount of up to 5% (five per cent) or such other percentage on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue shall **not exceed INR 2,880 crores (Indian Rupees Two Thousand Eight Hundred Eighty crores) or an equivalent amount thereof** (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, qualified institutions placement (“QIP”) in accordance with the provisions of the SEBI ICDR Regulations, or any other method in accordance with the provisions of the SEBI ICDR Regulations, and other applicable law, to such eligible investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers (“QIBs”) (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds

(foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s)/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations):

1. The allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter or Director, or any person related to the promoters or Directors of the Company.
2. The Eligible Securities proposed to be so created, offered, issued and allotted, shall be fully paid-up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
3. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations.
4. The Equity Shares proposed to be issued/allotted by the Company through the QIP shall rank pari passu with the existing Equity Shares of the Company, in all



respects, including with respect to entitlement to dividend and voting rights, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws.

5. The Eligible Securities shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time.
6. The tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment.
7. The relevant date for the purpose of pricing of the Equity Shares ("Relevant Date") shall be the date of the meeting in which the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or such date as may be permitted under the SEBI ICDR Regulations, as amended from time to time.
8. The issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price") and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), also offer a discount of not more than 5% (five percent) or such other percentage as per Regulation 176 of the SEBI ICDR Regulations as may be permitted under applicable law to the QIP Floor Price.
9. The Eligible Securities shall be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
10. The number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, re-classification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring.
11. A minimum of 10% of the Eligible Securities to be issued and allotted pursuant to Chapter VI of SEBI ICDR Regulations to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.
12. The QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee
13. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on a quarterly basis till 100% of the proceeds have been utilized.
14. The Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the SEBI ICDR Regulations;
15. The unsubscribed portion of the QIP may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of applicable laws;
16. The Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks, or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Eligible Securities or Equity Shares as the case may be, on Stock Exchanges and to accept any modification in the proposal as may be required or imposed by the Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to applicable laws, subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to

provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including, but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addendum or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, approval of any Condensed Interim Financial Statements to be included in the preliminary placement documents and final placement documents for the QIP, if and as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations, severally authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price (including premium, if any), face value, number of Eligible Securities, the price, premium amount on issue/ conversion of the Securities, if any, or discount on issue, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise

to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint /engage merchant bankers, lead manager(s) or book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), debenture trustees, guarantors, stabilizing agents, consultants, professional firms, escrow bankers and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s) or book running lead manager(s), underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each tranche, the price, premium or discount on Issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

Date: October 23, 2024

Place: Pune

By order of the Board of Directors  
For KPIT Technologies Limited

Nida Deshpande  
Company Secretary

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI LODR, 2015 and the Secretarial Standards-2 on General Meetings issued by the ICSI, in respect of Director seeking appointment at this Postal Ballot is annexed.  
All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [grievances@kpit.com](mailto:grievances@kpit.com) mentioning his / her / its folio number / DP ID and Client ID.
3. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company [www.kpit.com](http://www.kpit.com) and on the website of e-voting agency NSDL [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/)
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.kpit.com](http://www.kpit.com).) duly filled and signed along with requisite supporting documents to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("KFin") at KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
5. 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.
6. SEBI vide Circular No. SEBI /HO/ MIRSD /MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, read with circular dated June 10, 2024, has mandated shareholders holding shares in physical form for updating their PAN, KYC details. 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](http://www.kfintech.com) & of the Company at [www.kpit.com](http://www.kpit.com).
7. The notice is being sent to all the Members electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email address with the Company/Depository(s) and whose name appear in the Register of Members/Record of Depositories as on **Friday, November 15, 2024**. A person who is not a member should treat this Postal Ballot Notice for informational purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 & other applicable provisions of SEBI LODR, 2015, and SS-2 and any amendments thereto, the Company is offering e-voting facility to enable the Members to cast their votes electronically.
9. The E-Voting period commences on **Thursday, November 21, 2024 (09:00 a.m. IST)** and ends on **Friday, December 20, 2024, (05:00 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 **Friday, November 15, 2024**, may cast their votes electronically. The e-voting module will be disabled by National Securities Depository Limited ("NSDL") for voting thereafter.
10. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, November 15, 2024, being the Cut-off Date fixed for the purpose.
11. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and



institutional members are requested to provide a proof of authorization (board resolution/ authority letter/power of attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)

12. The resolutions if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e., **Friday, December 20, 2024.**
13. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. In terms of the SEBI LODR, 2015, securities of listed companies can now only be transferred in dematerialized form, so the shareholders are advised to dematerialize shares held by them in physical form.
15. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any shareholder as soon as possible. The shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://www.kpit.com/smart-odr/>.
17. The Registrar and Share Transfer Agent (“RTA”) of the Company has launched a unified platform “KPRISM” for the benefit of shareholders. KPRISM is a self-service portal that enables the shareholders to access their portfolios serviced by KFin, and check

details like dividend status and make requests for annual reports, change of address, update bank mandate, download standard forms, etc. The portal can be accessed at <https://kprism.kfintech.com> For more assistance on KPRISM, shareholders may contact on 040-67162222.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.**

**Item No. 1**

**Mr. Vijay Keshav Gokhale's** extensive expertise in governance, international geopolitics, and geoeconomics. His diplomatic experience across Asia (China, Vietnam, Malaysia), Europe (Germany), and the United States offers valuable insight aligning with Company's strategic interests. Mr. Gokhale's appointment on the Board will enhance governance processes, strategic decision-making, and support the Company's global objectives.

Mr. Gokhale holds a post-graduate degree in history from the University of Delhi. He joined the Indian Foreign Service in 1981 until his retirement from public service in January 2020. Mr. Gokhale served in Indian diplomatic missions in Hongkong, Hanoi, Beijing and New York. He served successively as the Indian Ambassador to Malaysia, Germany and China from January 2011 until October 2017. From January 2018 until January 2020, he was appointed as the Foreign Secretary to the Government of India.

Since his retirement from public service, Mr. Gokhale has been faculty at the Symbiosis International University in Pune. He is also Non-resident Senior Fellow at Carnegie India. He has written extensively on matters relating to China. He has authored four books – (1) Tiananmen Square: The Making of a Protest (HarperCollins, May 2021); (2) The Long Game: How the Chinese Negotiate with India (Penguin Randomhouse, July 2021); (3) After Tiananmen: The Rise of China (HarperCollins, September 2022); and Crosswinds: Nehru, Zhou and the Anglo-American Competition over China (Penguin Randomhouse, January 2024). The Long Game: How the Chinese Negotiate with India, was awarded the Ramnath Goenka Award for Excellence in Journalism (Non-Fiction books), 2021. He has also published op-ed pieces in the New York Times, The Berlin Tages Spiegel, Handelsblatt, Foreign Policy, the Australian Strategic Policy Institute, The Hindu, The Indian Express and the Times of India.

The Nomination and Remuneration (HR) Committee has considered his knowledge, qualifications, skills, deep understating of governance & processes, expertise in international geopolitical and geoeconomic aspects, which aligns with the Company's strategic interests, and recommended to the Board, appointment of Mr. Vijay Gokhale as an independent director, not liable to retire by

rotation, for a term of three years effective from October 23, 2024, to October 22, 2027.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Gokhale for the office of Independent Director of the Company. Mr. Gokhale 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.

Mr. Gokhale has submitted a declaration of his independent status as required under Section 149 of the Act 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. Gokhale fulfills the conditions specified in the Act and the rules made thereunder and SEBI LODR, 2015 for being appointed as an Independent Director and Mr. Gokhale is independent of the management.

Further, Mr. Gokhale has declared that he is not debarred from accessing capital markets and/or restrained from holding any position/office of director in a Company pursuant to order of SEBI or any other such authority.

Further, in terms of Regulation 25(2A) of the SEBI LODR 2015, appointment of Mr. Vijay Gokhale as an Independent Director requires approval of Members of the Company by passing a special resolution. Accordingly, the approval of Members is sought for the appointment of Mr. Vijay Gokhale as an Independent Director of the Company.

Mr. Vijay Gokhale 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>).

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

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

Mr. Gokhale 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 Directors or Key Managerial Personnel or their

relatives are concerned or interested, financial or otherwise, in the proposed resolution.

The Board of Directors recommends the **Special Resolution** set out in item No. 1 of the Postal ballot notice for approval of the Members.

## Item No. 2

The Company is currently engaged in a continuous phase of growth, encompassing both organic and inorganic expansion. This includes potential investments in new allied areas, expansion into new geographies, acquisition of new assets, and the adoption of new practices to secure the Company's future growth potential.

In view of this anticipated expansion, it may be necessary for the Company to raise additional capital through an equity issuance. This resolution serves as an enabling resolution, authorizing the Company to consider such a capital raise, in order to support these growth initiatives. This enabling resolution does not represent an immediate plan or commitment to raise funds. The Company will only pursue a capital raise if an appropriate opportunity arises where deployment of additional funds is justified and strategically advantageous.

Objects: Any proceeds from such an issuance, if undertaken, will be applied towards meeting the fund requirements for organic and inorganic growth opportunities (including funding existing obligations), capital expenditure (greenfield expansion and/or brownfield expansion), repayment or pre-payment of the existing borrowings of the Company and other general corporate purposes, as may be permitted under the applicable laws.

The Board of Directors of the Company ("Board") which term shall be deemed to include any committee of the Board duly constituted by it authorised to exercise its powers including powers conferred under the resolution, in order to fulfil the aforesaid objects, have considered and approved in the board meeting held on October 23, 2024, seeking approval of the shareholders to enable raising of funds by way of issuance of Equity Shares and/or other securities convertible into Equity Shares and/or any other instruments and/or eligible securities representing either equity shares and/or convertible securities linked to equity shares or through any other permissible mode (hereinafter referred to as "Securities"), or any combination thereof, in one or more tranches in Indian Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner, and

in consultation with the lead manager(s) / book running lead manager(s) and/ or other advisor(s) or otherwise may at any time decide, for an aggregate amount not exceeding INR 2,880 crores (Indian Rupees Two Thousand Eight Hundred Eighty crores) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, qualified institutions placement ("QIP") in accordance with the provisions of the SEBI ICDR Regulations, (including any amendment, modification, variation or amendments thereof).

Further, the Company has yet to identify the investor(s), decide the quantum of Securities to be issued to them, its valuation and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, quantum and valuation of securities, timeline of the completion of allotment are not provided. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors as the Board may, in its absolute discretion, decide having due regard to the prevailing market conditions and any other relevant factors and whenever necessary, in consultation with lead manager(s) or bookrunning lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 ('the Act') and other applicable guidelines, notifications, rules and regulations. The Board may, at its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange limited and BSE limited ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs ("MCA"), Government of India, Registrar of Companies at Pune, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the issue is made through a Qualified Institutions Placement:

1. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter or Director, or any person related to the promoters or Directors of the Company.
2. the Eligible Securities proposed to be offered, issued and allotted, shall be fully paid-up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
3. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations.
4. the Equity Shares proposed to be issued/allotted by the Company through the QIP shall rank pari passu with the existing Equity Shares of the Company, in all respects, including with respect to entitlement to dividend and voting rights, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws.
5. the Eligible Securities shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time.
6. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment.
7. the relevant date for the purpose of pricing of the Equity Shares ("Relevant Date") shall be the date of the meeting in which the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or such date as may be permitted under the SEBI ICDR Regulations, as amended from time to time.
8. No single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be as may be prescribed from time to time under the SEBI ICDR Regulations;
9. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price") and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), also offer a discount of not more than 5% or such other percentage as per Regulation 176 of the SEBI ICDR Regulations as may be permitted under applicable law to the QIP Floor Price.
10. the Eligible Securities shall be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
11. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, stock split, merger, demerger, transfer of undertaking, sale of division, re-classification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring.
12. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.
13. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on a quarterly basis till 100% of the proceeds have been utilized.
14. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the SEBI ICDR Regulations;
15. the unsubscribed portion of the QIP may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of applicable laws;
16. The Company shall not undertake any subsequent qualified institutions placement until the expiry of

two weeks, or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution.

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the Company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed matter of this Notice shall result in such issuance of Equity Shares of the Company to the existing members or to persons other than existing members of the Company, approval of the members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of the SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the issue shall rank pari-passu in all respects with the existing Equity Shares of the Company including the dividend entitlement.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), for issuance of Securities. Accordingly, consent of the members is being sought through this special resolution.

The Equity Shares to be allotted would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of regulatory approvals, if any.

The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or amendments thereof (**“FEMA”**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. There

would be no change in control pursuant to the said issue.

None of the Promoters, members of the Promoter Group, Directors and Key Managerial Personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

In view of above the Board recommends the **Special Resolution** set out as Item No. 2 of Notice for the approval of members.

Date: October 23, 2024

Place: Pune

By order of the Board of Directors  
For KPIT Technologies Limited

Nida Deshpande  
Company Secretary



**Annexure A**

**Other details of Directors seeking appointment**

[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. Vijay Keshav Gokhale
Date of Birth/Age	24 January 1959 / 65 Years
Date of First Appointment	October 23, 2024
Date of previous reappointment by shareholders	Not Applicable
Qualification	Master's degree in History from the University of Delhi.
Experience	40+ Years
Shareholding in the Company	Nil
Shareholding in the Company of the spouse and immediate relatives of the Director	Nil
No. of Board meetings attended during the Financial Year 2023-24	Not Applicable
Chairman/Member of the Committee of the Board of Directors of the Company	Not Applicable
List of other Directorships held	1. Emcure Pharmaceuticals Limited 2. Zuventus Healthcare Limited
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director	1. Emcure Pharmaceuticals Limited- • Member of Audit Committee • Chairman of Nomination and Remuneration Committee • Member of Stakeholders Relationship Committee • Member of Risk Management Committee • Member of Corporate Social Responsibility Committee  2. Zuventus Healthcare Limited: • Member of Audit Committee • Member of Corporate Social Responsibility Committee
Remuneration proposed to be paid	He will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to.
Relationship with other Directors or Key Managerial Personnel of the Company	Nil
Details of last drawn remuneration	Not Applicable

## Instructions for E-Voting:

### 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 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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 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.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. 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. On 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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.**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

**B) Login Method 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

6. 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

**How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 shareholderst.**

1. 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](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal or Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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.com](mailto:evoting@nsdl.com).
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.com](mailto:evoting@nsdl.com). 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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.



**Information at glance**

<b>Particulars</b>	<b>Notes</b>
Cut-off date to determine eligible Members to vote on the resolutions	Friday, November 15, 2024
Voting start time and date	9.00 a.m. IST, Thursday, November 21, 2024
Voting end time and date	5.00 p.m. IST, Friday, December 20, 2024
Date on which the resolution is deemed to be passed	Last date of voting i.e. Friday, December 20, 2024
NSDL e-voting website address	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-voting service provider	<p><b>Amit Vishal</b> Deputy Vice President</p> <p><b>Pallavi Mhatre</b> Senior Manager</p> <p><b>National Securities Depository Limited</b> 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Email : <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> Contact number – 022 - 4886 7000</p>
Name, address and contact details of Registrar and Share Transfer Agent.	<p><b>KFin Technologies Limited</b> Selenium Tower B, Plot No. 31 &amp; 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032. Email : <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a> Contact number: +91 40 67162222/76611000</p>