

August 2, 2018

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: KPIT
Scrip Code: 532400

Symbol: KPIT
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Notice of Annual General Meeting ("AGM").

Dear Sir / Madam,

Please find enclosed herewith the notice of AGM of the Company to be held on Wednesday, August 29, 2018.

Request you to take note of the same.

Thanking you,

Yours faithfully,

For KPIT Technologies Limited

S. Padve

Sneha Padve
Company Secretary & Compliance Officer



Encl.: - As mentioned above.

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of KPIT Technologies Limited will be held on Wednesday, August 29, 2018, at 11.30 a.m., at KPIT Auditorium, SDB – II, 35 & 36, Rajiv Gandhi Infotech Park, Phase – I, MIDC, Hinjawadi, Pune – 411057, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2018, 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, 2018, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2018.

[The Board has recommended dividend at ₹ 2.40 per equity share of ₹ 2/- each (at 120%).]

4. To appoint a Director in place of Mr. Kishor Patil (DIN: 00076190), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anant Talaulicar (DIN: 00031051), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a period of five years from October 21, 2017, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Klaus Blickle (DIN: 07958328), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nickhil Jakatdar (DIN: 5139034), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of five years from January 24, 2018, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anjan Lahiri (DIN: 06407055), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as a Nominee Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Alka Bharucha (DIN: 00114067), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of five years from May 23, 2018, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

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

Pune
May 23, 2018

Sneha Padve
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at (<http://www.kpit.com/company/investors/corporate-governance>).
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder.
5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Proxies are requested to bring their valid photo identity proof at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed on **Wednesday, August 22, 2018**.
8. Members holding shares in physical form are requested to communicate immediately any change in address to the Registrar & Share Transfer Agent of the Company at Link Intime India Private Limited (Attention - Mr. Bhagavant Sawant) Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001, Telephone: +91-20-26161629, E-mail: bhagavant.sawant@linkintime.co.in. Members holding shares in dematerialized form are requested to notify change in address, if any, to their respective Depository Participants (DPs).

9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chief Financial Officer at vinit.teredesai@kpit.com or to the secretarial department at connectwithus@kpit.com so as to reach them at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.

10. The Securities and Exchange Board of India ("SEBI") has made it mandatory to distribute dividends through National Electronic Clearing System (NECS). Members holding shares in demat form are requested to notify change in their bank account details, if any, to their DPs immediately and not to send the requests directly to the Company or to its Registrar & Share Transfer Agent.

Members holding shares in physical form are requested to intimate change in their Bank account details, if any, to the Registrar & Share Transfer Agent of the Company.

11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their PAN details to the Registrar & Share Transfer Agent.

12. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a date, to be notified. In view of the same, the members are advised to dematerialize shares held by them in physical form.

13. 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 Registrar & Share Transfer Agent of the Company.
- bring copies of the Annual Report and the Attendance Slip duly filled-in at the Annual General Meeting.
- take note that SEBI has included the securities of the Company in the list of companies for compulsory settlement of trades in dematerialized form for all the investors effective June 26, 2000. Accordingly, shares

of the Company can be traded only in dematerialized form with effect from June 26, 2000. Members holding shares in physical form are, therefore, requested to get their shares dematerialized at the earliest.

14. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the resolution of the Board authorizing their representative to attend and vote on their behalf at the meeting.

15. A certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Plan 2004, Employee Stock Option Plan 2006, Employee Stock Option Plan 2014 and Employee Stock Option Plan 2015 are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be placed before the members at the Meeting.

16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members wishing to claim the unpaid dividend, are requested to correspond with the Registrar & Share Transfer Agent of the Company at Link Intime India Private Limited (Attention - Mr. Bhagavant Sawant) Block No. 202, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411001. Telephone: +91-20-26161629, E-mail: bhagavant.sawant@linkintime.co.in.

Members are requested to note that dividend which are not encashed or claimed within seven years from the date of transfer of the dividend to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund ("IEPF").

Please note that pursuant to Section 124(6) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Amendment Rules, 2016 ("Rules") as amended from time to time, shares in respect of such dividend will be transferred in the name of IEPF including all benefits accruing on such shares. The Company has sent out individual communication to shareholders whose dividends remain unclaimed for seven years and published an advertisement in newspapers, inviting such shareholders to claim their dividend. The information in respect of such shares is uploaded on



the website of the Company (<https://www.kpit.com/company/investors/policies-reports-filings>). Members can claim back such dividend and shares including all benefits accruing on such shares from the IEPF Authority after following the procedure prescribed in the Rules.

Accordingly, during the year, the Company transferred an amount of ₹ 176,870/- being the unclaimed dividend pertaining to the financial year 2009-2010 to the Investors Education and Protection Fund (IEPF). Further, 165,974 corresponding shares were transferred to IEPF Authority as required under the above referred rules.

17. Documents, if any, referred to in any item of business hereinabove will be available for inspection at the Company's registered office on all working days, except Saturday and holidays during 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and will be made available at the meeting.
18. Members interested in availing transport facility (within Pune) for attending the Annual General Meeting are requested to register themselves at least five days before the meeting by contacting Ms. Shalini Vishwakarma at shalini.vishwakarma@kpit.com at +91-20-6652-5000, Extn. – 2981.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013, the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing an option to the shareholders to exercise their right to vote by electronic means (e-voting). Instructions for e-voting are attached to this notice.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
21. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute

of Company Secretaries of India and approved by the Central Government]

ITEM NO.:4

Mr. Kishor Patil, aged 56 years, is a Co-founder, CEO and Managing Director of KPIT. He guides overall management of the Company and is responsible for customer delivery units and support functions and ensuring efficient and effective functioning of the organization as a whole. He has a particular focus and vision for growing products and platforms. Under his leadership, KPIT has filed close to 60 patents, has developed over 100 IPs in cutting-edge technologies in its focus areas, and has won several national and international awards including the Wall Street Journal Technology Innovation Award, and Knowledge@Wharton Technovation Award. Mr. Patil is a member of the Institute of Chartered Accountants of India and an associate member of the Institute of Cost Accountants of India. In 2014, Mr. Patil was honored with the CA Business Leader Award - Corporate award, by the Institute of Chartered Accountants of India. For his excellence in entrepreneurship, he was honored with the Maharashtra Corporate Excellence (MAXELL) Awards 2014. In 2013, Mr. Patil was named among the top 16 entrepreneurs in India by Ernst and Young in its Entrepreneur of the Year award program, recognized among the Top 50 CEOs of 2013 by The Entrepreneur Magazine, and awarded the 2013 Rotary Excellence Award. He is a prolific speaker and has presented at various national and international forums including the World Economic Forum (WEF), on topics such as entrepreneurship, innovation, building high performance organizations and business transformation. Mr. Patil possesses 34 years of experience.

The details of his directorship and membership of committees in other companies are as follows:

Directorship:

Name of the company	Designation
KP Corporate Solutions Limited	Director
K and P Capital Services Limited	Director
KPIT Engineering Limited	Director
Impact Automotive Solutions Limited	Director
K and P Management Services Private Limited	Director
Kirtane Pandit Foundation Private Limited	Director
KPIT Technologies (UK) Limited	Director
KPIT Infosystems Incorporated	Director

Name of the company	Designation
KPIT Technologies France	Director
KPIT Technologies GmbH	Director
Sparta Consulting Inc.	Director
KPIT (Shanghai) Software Technology Co. Limited	Director
KPIT Technologies Netherlands B.V.	Director
KPIT Technologies Solucoes em Informatica LTDA	Director
Systime Computer Corporation	Director
KPIT Technologies Corporation	Director
KPIT Infosystems ME FZE	Director

Membership:

Name of the company	Name of the committee	Chairman/Member
Impact Automotive Solutions Limited	• Audit Committee	Member
	• Nomination and Remuneration Committee	Member

Mr. Patil is currently holding office as a CEO & Managing Director of the Company for a period of five years from July 2, 2014, subject to retirement by rotation. Since the proposed re-appointment is caused by his retirement by rotation and the members have already approved his remuneration upto March 31, 2019, no additional remuneration will be payable to Mr. Patil consequent upon his re-appointment as a Director.

Mr. Patil attended all 6 meetings of Board of the Company during the year.

Mr. Patil holds 2,989,080 shares in the Company as on March 31, 2018.

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

Mr. Patil will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of a CEO & Managing Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 5

Mr. Anant Talaulicar, aged 57 years, was appointed as an Additional Director of the Company to hold office till the date of the ensuing Annual General Meeting & as an Independent Director of the Company w.e.f. October 21, 2017 for a period of 5 years pursuant to the provisions of Section 149 of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration (HR) Committee.

Mr. Talaulicar holds a B.E. (Mechanical) degree from Mysore University, M.S. degree from the University of Michigan in Ann Arbor and a MBA from Tulane University, USA. Mr. Talaulicar was a member of the Cummins Inc. global leadership team from August 2009 till October 2017, the Chairman and Managing Director of the Cummins Group in India from March 2004 through October 2017 and the President of the Cummins Inc. Components Group from 2010 through 2014. He has also served as the Managing Director of Tata Cummins Private Limited, a 50:50 joint venture between Cummins Inc. and Tata Motors Limited. He has chaired the boards of four other Cummins legal entities in India as well. He worked as a financial analyst, manufacturing engineer, project manager, product manager, strategy manager before taking various general management positions. Since 2004, Mr. Talaulicar has also led the Cummins India Foundation which has implemented sustainable community initiatives such as model villages and higher education. He has served as a member of the Confederation of Indian Industries, Society of Indian Automobile Manufacturers and Automobile Components Manufacturers Association in the past. Mr. Talaulicar possesses 32 years of experience.

The details of his directorships and membership of committees in other companies are as follows as on March 31, 2018:

Directorships

Name of the company	Designation
Remex Finance Private Limited	Director
Trihans Trading Private Limited	Director

He does not hold membership of any committees in other companies.

Mr. Talaulicar attended 6 meetings of Board of the Company during the year.

Mr. Talaulicar does not hold any shares in the Company as on March 31, 2018.



Details of Mr. Talaulicar’s last drawn remuneration are given in the Corporate Governance report of this Annual report.

According to the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the appointment of Mr. Talaulicar as an Independent Director in the Annual General Meeting for a period of five years from October 21, 2017, not liable to retire by rotation.

Mr. Talaulicar 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 (<http://www.kpit.com/company/investors/corporate-governance>).

Mr. Talaulicar has submitted a declaration of his independent status as required under Section 149 of the Companies Act, 2013, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Mr. Talaulicar fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for being appointed as an Independent Director and Mr. Talaulicar is independent of the management.

Considering the qualifications, experience, expertise and the accomplishments of Mr. Talaulicar, the Board of Directors is of the view that appointment of Mr. Talaulicar as an Independent Director will benefit the Company and hence, recommends the ordinary resolution set forth as Item No. 5 of the Notice for the approval of the shareholders.

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

Mr. Talaulicar will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an Independent Director may carry.

None of the other Directors or key managerial personnel or the relatives of directors or key managerial personnel is concerned or interested in the proposed resolution.

ITEM NO.: 6

Dr. Klaus Hermann Blicke, aged 63 years, was appointed as an Additional Director of the Company since January 24, 2018, who holds office till the date of the ensuing Annual General

Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013.

Dr. Blicke has extensive experience in Aviation, Marine and Engineering Technology, as well as Consumer Electronics with over 20 years of Automotive (OEM and Tier1) experience. He has held various senior executive positions in Germany, China, UK, U.S.A. and Canada. From 1985 to 1987, he was the Head of Engineering for Sell Aviation of Buderus AG and from 1988 he was a Managing Director within the Blohm & Voss Group. In 1992, he joined the Audi/Volkswagen Group. Within the Group, he held various Vice President (VP), Executive VP and CEO Positions until 2001. He then joined the Tier1s - ASC/Prechter Holding (CTO & President), Tesma/Magna (CEO and President), EDAG (CEO and President) and has also served as the CEO and President of the Worldwide Automotive divisions of Harman International. His style of management is straight forward, down to earth and future oriented. Since 2012, he has been managing his own business (KB GmbH) and was a founding member/investor of two small companies (startups). He is a non-resident Board Member of the College of Engineering University of Michigan. As interim CEO, Dr. Klaus managed and restructured Telefunken SE in 2013/2014.

Dr. Klaus was raised and educated in India and the United Kingdom. He has served in the Armed Forces of the German Army for 18 months as national service, and later studied Applied Physics (M.Sc./Diploma). He received his Doctorate in 1984. Dr. Klaus possesses 33 years of experience.

The details of his directorship and membership in other companies are as follows as on March 31, 2018:

Directorship:

Name of the company	Designation
KB GmbH	Director

He does not hold membership of any committees in other companies.

Dr. Blicke has been appointed as director from January 24, 2018. From the date of his appointment till March 31, 2018, only 1 meeting of the Board of the Company was held which Dr. Blicke attended.

Dr. Blicke does not hold any shares in the Company as on March 31, 2018.

Details of Dr. Blicke’s last drawn remuneration are provided in the Corporate Governance report of this Annual report.



Dr. Blickle, an Additional Director who holds office till the date of the ensuing Annual General Meeting and being eligible for appointment, it is proposed to approve the appointment of Dr. Blickle as a Director of the Company in the Annual General Meeting, liable to retire by rotation.

Dr. Blickle will be entitled to receive sitting fees and commission in the same manner as any other Director is entitled to.

Considering the qualifications, experience, expertise, the accomplishments of Dr. Klaus Blickle, the Board of Directors is of the view that appointment of Dr. Blickle as a Director will benefit the Company and recommends the ordinary resolution set forth as Item No. 6 of the Notice for the approval of the shareholders.

Dr. Blickle is not related to any other Director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Dr. Blickle will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 7

Mr. Nickhil Jakatdar, aged 46 years, was appointed as an Additional Director of the Company to hold office till the date of the ensuing Annual General Meeting & Independent Director of the Company w.e.f. January 24, 2018 for a period of 5 years pursuant to the provisions of Section 149 of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration (HR) Committee.

Mr. Jakatdar is currently the CEO and Co-founder of Vuclip, a global leader in the Video-on-Demand space, funded by Temasek, Foxconn and Pacific Century CyberWorks (PCCW). Prior to Vuclip, Mr. Jakatdar founded and ran various start-ups, such as Timbre Technologies (acquired by Tokyo Electron), CommandCAD (acquired by Cadence Design Systems) and Praesagus (acquired by Cadence Design Systems). He is also the founding member of the Bhau Institute of Innovation, Entrepreneurship and Leadership in Pune and is an investor and advisor to Campfire Labs (acquired by Groupon), flutter.io (acquired by Google), Bash Gaming (acquired by GSN), Shoptimize, Pay Activ, Viewics (acquired by Roche), Jombay, Mezi (acquired by American Express) and Blend, among

others. He has been the recipient of many awards from various organizations, including the Lifetime Achievement Award from College of Engineering, Pune, the Institute of Electrical and Electronics Engineers (IEEE) Best Paper Award in Transactions on Semiconductor Manufacturing and the Berkeley Distinguished Pioneer Award. He has to his credit more than 20 conference papers and more than 60 issued patents.

Mr. Jakatdar completed his Bachelors of Engineering (BE) in Electrical Engineering in 1995 from the College of Engineering, Pune and his MS and Ph.D in Electrical Engineering and Computer Science from the University of California - Berkeley in 2000. Mr. Jakatdar possesses 18 years of experience.

The details of his directorship and membership in other companies are as follows as on March 31, 2018:

Directorship:

Name of the company	Designation
Next Leap Career Solutions Private Limited	Director
Vuclip Digital Media Private Limited	Director
Vuclip (India) Private Limited	Director
Causeway Healthcare Private Limited	Director

He does not hold membership of any committees in other companies.

Mr. Jakatdar has been appointed as director from January 24, 2018. From the date of his appointment till March 31, 2018 only 1 meeting of Board of the Company was held which Mr. Jakatdar could not attend.

Mr. Jakatdar does not hold any shares in the Company as on March 31, 2018.

Details of Mr. Jakatdar's last drawn remuneration are provided in the Corporate Governance report of this Annual report.

As per the provisions of the Companies Act, 2013, the appointment of independent director of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the appointment of Mr. Jakatdar as an Independent Director in the Annual General Meeting for a period of five years from January 24, 2018, not liable to retire by rotation.

Mr. Jakatdar 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 (<http://www.kpit.com/company/investors/corporate-governance>).

Considering the qualifications, experience, expertise, the accomplishments alongwith the performance evaluation as an Independent Director of Mr. Nickhil Jakatdar, the Board of Directors is of the view that appointment of Mr. Jakatdar as a Director will benefit the Company and recommends the ordinary resolution set forth as Item No. 7 of the Notice for the approval of the shareholders.

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

Mr. Jakatdar will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an Independent Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 8

Mr. Anjan Lahiri, aged 53 years, a Nominee Director of Birlasoft (India) Limited, was appointed as an Additional Director since May 23, 2018 who holds office till the date of the ensuing Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013.

Mr. Lahiri holds Masters in Business Administration, University of Florida, USA and is a Bachelor of Technology from Birla Institute of Technology India. He has rich and varied experience of around 28 years in Information Technology sector. Currently, he is a Managing Director and Chief Executive Officer at Birlasoft (India) Limited. Prior to this, Mr. Lahiri was Whole-time Director and Chief Executive Officer at Sasken Communication Technologies Limited. His previous roles with Mindtree Limited, Cambridge Technology Partners and Wipro Infotech complement his experience.

Mr. Lahiri received the Michael Tokarz award given to the topmost graduating student in the MBA Program of the Warrington College of Business at the University of Florida in Gainesville and Valedictorian speaker at the MBA graduation ceremony. Mr. Lahiri possesses 28 years of experience.

The details of his directorships and membership of committees in other companies are as follows:

Directorship:

Name of the company	Designation
Birlasoft (India) Limited	Managing Director & Chief Executive Officer
Birlasoft Inc.	Director & Chief Executive Officer
Birlasoft (UK) Limited	Director
Enable Path LLC	Sole Member

He does not hold membership of any committees in other companies.

Mr. Lahiri does not hold any shares in the Company as on May 23, 2018.

Mr. Lahiri has been appointed as director from May 23, 2018.

Mr. Lahiri an Additional Director holds office till the date of the ensuing Annual General Meeting and being eligible for appointment, it is proposed to approve the appointment of Mr. Lahiri as a Nominee Director of the Company in the Annual General Meeting, not liable to retire by rotation.

Mr. Lahiri will be entitled to receive sitting fees and commission in the same manner as any other Director is entitled to.

Considering the qualifications, experience, expertise of Mr. Lahiri, the Board of Directors is of the view that appointment of Mr. Lahiri as a Nominee Director will benefit the Company and recommends the ordinary resolution set forth as Item No. 8 of the Notice for the approval of the shareholders.

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

Mr. Lahiri will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

ITEM NO.: 9

Ms. Alka Bharucha, aged 61 years, was appointed as an Additional Director of the Company to hold office till the date of the ensuing Annual General Meeting & Independent Director



of the Company w.e.f. May 23, 2018 for a period of 5 years pursuant to the provisions of Section 149 of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration (HR) Committee.

Ms. Bharucha chairs the transactions practice at Bharucha & Partners. Her core areas of expertise are mergers and acquisitions, joint ventures, private equity, banking and finance. Her general corporate work includes the establishment of mutual funds and providing regulatory advice to foreign institutional investors, foreign venture capital investors, merchant bankers and other financial intermediaries. Ms. Bharucha began her career with Mulla & Mulla and Craigie Blunt & Caroe and joined Amarchand & Mangaldas as partner in 1992. In 2008, she co-founded Bharucha & Partners which since inception has been ranked by RSG Consulting, London among the top fifteen firms in India. For years, she has been ranked by Chambers Global, Legal 500 and Who's Who Legal, etc. amongst India's leading lawyers. Ms. Bharucha has particular experience acting for financial services clients as well as those in the telecommunications, power and logistics sector and is also actively engaged in representing transnational corporations for investments in retail, defense and manufacturing space.

Ms. Bharucha holds B. A. (Hons.) and LL.B, University of Bombay, LL.M, University of London, Solicitor, High Court Mumbai and Supreme Court of England and Wales. She is Member of Bar Council of Maharashtra and Goa, Bombay Incorporated Law Society. She is also an Advocate on Record, Supreme Court of India. Ms. Bharucha possesses 26 years of experience.

The details of her directorships and membership of committees in other companies are as follows:

Directorship:

Name of the company	Designation
Honda Siel Power Products Limited	Director
Honda Cars India Limited	Director
Aditya Birla Finance Limited	Director
Aditya Birla Sun Life AMC Limited	Director
Ultratech Cement Limited	Director
Orient Electric Limited	Additional Director
Safalya Investments and Traders Private Limited	Director
Suyojit Investment and Engineering Private Limited	Director
Birla Estates Private Limited	Additional Director

Membership:

Name of the company	Name of the committee	Chairman/ Member
Honda Siel Power Products Limited	• Audit Committee	Member
Ultratech Cement Limited	• Audit Committee	Member
Orient Electric Limited	• Audit Committee	Member
	• Nomination and Remuneration Committee	Chairperson
	• Stakeholders' Relationship Committee	Chairperson
Honda Cars India Limited	• Audit Committee	Chairperson
	• Nomination and Remuneration Committee	Member

Ms. Bharucha has been appointed as director from May 23, 2018.

Ms. Bharucha does not hold any shares in the Company as on May 23, 2018.

As per the provisions of the Companies Act, 2013, the appointment of independent director(s) of the Company shall be approved at the meeting of shareholders. Accordingly, it is proposed to approve the appointment of Ms. Bharucha as an Independent Director in the Annual General Meeting for a period of five years from May 23, 2018, not liable to retire by rotation.

Ms. Bharucha 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 (<http://www.kpit.com/company/investors/corporate-governance>).

Considering the qualifications, experience, expertise, of Ms. Bharucha, the Board of Directors is of the view that appointment of Ms. Bharucha as an Independent Director will benefit the Company and recommends the ordinary resolution set forth as Item No. 9 of the Notice for the approval of the shareholders.



Ms. Bharucha is not related to any other Director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Ms. Bharucha will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an Independent Director may carry.

None of our Directors or key managerial personnel or relatives of Directors or key managerial personnel are concerned or interested in the proposed resolution.

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on a resolution proposed to be considered at this Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting" or "e-voting") will be provided by the National Securities Depository Limited (NSDL).
- II. The facility for casting the vote through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, August 24, 2018 (9:00 a.m.) and ends on Tuesday, August 28, 2018 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 22, 2018, may cast their vote by remote e-voting. The remote e-voting shall be disabled by NSDL after the remote e-voting period ends. Once the vote is cast, the Member shall not be allowed to change it subsequently.

- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Wednesday, August 22, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or bhagavant.sawant@linkintime.co.in.
- VII. The voting rights of members shall be in proportion to the number of shares held by the member as on the cut-off date, i.e. Wednesday, August 22, 2018.
- VIII. The process and manner for remote e-voting are as under:

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: Log-in to NSDL e-Voting system at (<https://www.evoting.nsdl.com/>)

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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:

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

5. Your password details 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, your 'initial password' is communicated to you on your postal address.

- 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).
 - b) Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on (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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. 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.



6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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. Please mention the e-mail ID of Scrutinizer with a copy marked to evoting@nsdl.co.in.
 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) 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) or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- IX. The Company has appointed Mr. Jayavant Bhave, Proprietor, J. B. Bhave & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process and ballot process in a fair and transparent manner.
 - X. The Chairman will, at the end of discussion on the resolution on which voting is to be held, allow voting by use of "Ballot Paper" for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
 - XI. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.kpit.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.