

April 6, 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:** - Outcome of the Extraordinary General Meeting held on April 5, 2018.

**Reference:** - Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations") please find enclosed herewith the following:-

1. Proceedings of the Extraordinary General Meeting held on April 5, 2018 of KPIT Technologies Limited held on April 5, 2018, as required under Regulation 30 of the Regulations.
2. Voting results as required under Regulation 44 of the Regulations.
3. Report of Scrutinizer dated April 5, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For KPIT Technologies Limited

*S Padve*

Sneha Padve  
Company Secretary & Compliance Officer



**Encl.:** - As mentioned above.

## Proceedings of the Extraordinary General Meeting ("EGM")

Extraordinary General Meeting of KPIT Technologies Limited was held on Thursday, April 5, 2018, at 4:00 p.m., at KPIT Auditorium, SDB - II, 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057.

Mr. S. B. (Ravi) Pandit chaired the Meeting. As the requisite quorum was present, the Chairman called the Meeting to order. A presentation was made by Mr. Anil Patwardhan, CFO of the Company. The Chairman then provided clarifications to the queries raised by the members. With permission of the members, Notice of the EGM was taken as read. On the request from the Chairman, Mr. Anil Patwardhan, CFO of the Company, informed that the Company had provided the Members the facility to cast their votes electronically, on the resolution set forth in the Notice. Members who were present at the EGM and had not cast their votes electronically were provided an opportunity to cast their votes by Poll at the Meeting venue.

The following item of business, as per the Notice of EGM dated April 5, 2018, was transacted at the Meeting:-

### Special resolution:

1. Adoption of new set of Articles of Association of the Company;

In connection with the above and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, we would like to inform you that Resolution No. 1 mentioned above has been passed by the Members by the requisite majority.

Mr. Jayavant Bhawe, Proprietor, J. B. Bhawe & Co., Practicing Company Secretaries, Pune was appointed as the Scrutinizer to scrutinize the votes cast in this Meeting & remote e-voting and submit a consolidated report thereon. The Consolidated Scrutinizers Report in prescribed format is attached herewith along with the details of the voting results (remote e-voting and ballot) on the resolution as set out in the Notice of EGM pursuant to Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

These reports will be uploaded on the website of the Company and National Securities Depository Limited (NSDL).

Thanking you,

Yours faithfully,

For KPIT Technologies Limited

*S Padve*

Sneha Padve  
Company Secretary & Compliance Officer



KPIT Technologies Limited								
Date of the EGM			EGM- Thursday, April 5, 2018					
Total number of shareholders on record date			50427					
No. of shareholders present in the meeting either in person or through proxy:			60					
Promoters and Promoter Group:			9					
Public:			51					
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:			NA					
Public:			NA					
Agenda- 1. To adopt new set of Articles of Association								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37391122	37391122	100.0000	37391122	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37391122	100.0000	37391122	0	100.0000	0.0000
Public- Institutions	E-Voting*	106783976	86564499	81.0651	71178652	15385847	82.2261	17.7739
	Poll		1530000	1.4328	1530000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88094499	82.4979	72708652	15385847	82.5348	17.4652
Public- Non Institutions	E-Voting	53323644	6128218	11.4925	6128198	20	99.9997	0.0003
	Poll		838252	1.5720	838252	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		6966470	13.0645	6966450	20	99.9997	0.0003
Total		197498742	132452091	67.0648	117066224	15385867	88.3838	11.6162



**Jayavant B. Bhave**

B.Com. LL.B. Dip.IRPM,FCS

**J. B. Bhave & Co**  
**Company Secretaries**

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

April 5, 2018

To

Ms. Sneha Padve,  
Company Secretary  
KPIT Technologies Limited  
35 & 36, Rajiv Gandhi Infotech Park,  
Phase- I, MIDC, Hinjawadi,  
Pune- 411057

**Sub: E-voting and Voting by Poll at Extra Ordinary General Meeting (EGM) Venue**

Dear Ms. Sneha Padve

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and Voting by Poll at EGM venue) in respect of the following resolutions contained in the Notice of Extra Ordinary General Meeting held on Thursday, April 5, 2018 at 04.00 p.m.

1. To adopt new set of Articles of Association of the Company.

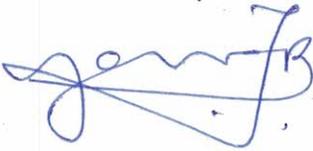
I now enclose the following:

- a. My report to the Chairman of the Company on the result of the Voting Process (including E-voting and Voting by Poll at EGM Venue)
- b. The register showing the particulars of the Votes cast by Poll at the EGM Venue and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully



**Jayavant B Bhave**

**Company Secretary in Whole-time Practice**

**FCS 4266 CP 3068**

**Scrutinizer appointed by the Board of Directors for the  
Voting process for EGM of the Company**

**Report of Scrutinizer on Remote E-Voting and Voting by Poll at EGM Venue**  
**[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies**  
**(Management and Administration) Rules, 2014]**

April 5, 2018

To  
Mr. S.B. (Ravi) Pandit  
Chairman & Whole-time Director  
KPIT Technologies Limited  
35 & 36, Rajiv Gandhi Infotech Park,  
Phase- I, MIDC, Hinjawadi,  
Pune- 411057

Dear Sir,

**Sub: Report of Scrutinizer on Voting Process [including Remote E-voting and Voting by Poll at EGM Venue] conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014**

The Board of Directors of KPIT Technologies Limited ('the Company') have vide resolution passed on February 16, 2018 decided to provide to the members of the Company, facility to exercise their voting right on the resolution as set out in the notice of Extra Ordinary General Meeting ('EGM') held on April 5, 2018; by way of Voting by electronic means (Remote E-voting) and voting by Poll at EGM Venue; as required under the provisions of Sections 108 and 109 of the Companies Act, 2013, read with the Companies (Management and Administration ) Rules, 2014.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice, having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on February 16, 2018 as required under Sections 108 and 109 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Remote E-Voting and Voting by Poll at EGM Venue; in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice convening the Extra Ordinary General Meeting of the Company held on April 5, 2018 and reproduced herein below:

**Special Resolution:**

1. To adopt new set of Articles of Association.



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

The Notice of EGM dated February 16, 2018, convening the Extra Ordinary General Meeting of the Company to be held at KPIT Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase- I, MIDC, Hinjawadi, Pune- 411057, on April 5, 2018 at 4.00 p.m. was sent to the members of the Company. The members of the Company holding shares on the cut-off date i.e. Thursday, March 29, 2018 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Extra Ordinary General Meeting.

In this regard, I submit my report as under:

1. The E-voting period remained open from Monday, April 2, 2018 (09.00 A.M. IST) to Wednesday April 4, 2018 (5.00 P.M. IST).
2. After the closure of EGM on April 5, 2018, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who cast their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>)
4. I have downloaded, scrutinized and counted the Votes cast through Remote E-voting facility and Votes cast by Poll at the venue of EGM; for the purpose of this report.
5. The particulars of votes cast through Remote E-voting and Votes cast by Poll at the venue of EGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
6. I further report that pursuant to the Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 that:
  - i. After the time fixed for closing of the poll by the Chairman Mr. S.B. (Ravi) Pandit, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



- ii. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the proxies lodged with the Company.
- iii. There were no defective or invalid poll papers.

7. The cumulative results of the E-Voting Process and the poll taken at the meeting are as follows-

**1. Resolution No.1 (Special Resolution)**

To adopt new set of Articles of Association

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled.	% of votes against on votes polled.
Promoter and Promoter Group	37391122	37391122	100.0000	37391122	0	100.0000	0
Public Institutional Holders	106783976	86564499	81.0651	71178652	15385847	82.2261	17.7739
Public- Others	53323644	6128218	11.4925	6128198	20	99.9997	0.0003
<b>Total</b>	<b>197498742</b>	<b>130083839</b>	<b>65.8656</b>	<b>114697972</b>	<b>15385867</b>	<b>88.1723</b>	<b>11.8276</b>

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37391122	0	0	0	0	0	0	0
Public Institutional Holders	106783976	1530000	1.4328	1530000	0	0	100.0000	0
Public- Others	53323644	838252	1.5720	838252	0	0	100.0000	0
<b>Total</b>	<b>197498742</b>	<b>2368252</b>	<b>1.1991</b>	<b>2368252</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>



• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37391122	37391122	100.0000	37391122	0	0	100.0000	0
Public Institutional Holders	106783976	88094499	82.4979	72708652	15385847	0	82.5348	17.4652
Public-Others	53323644	6966470	13.0645	6966450	20	0	99.9997	0.0003
<b>Total</b>	<b>197498742</b>	<b>132452091</b>	<b>67.0648</b>	<b>117066224</b>	<b>15385867</b>	<b>0</b>	<b>88.3838</b>	<b>11.6162</b>

**RESULT:**

The above Special resolution was passed with requisite 3/4<sup>th</sup> majority.

8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Extra Ordinary General Meeting and the same will be handed over to the Company Secretary thereafter.

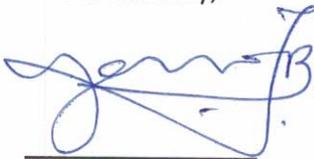
**Result:**

Resolution number 01 stands passed with requisite 3/4<sup>th</sup> majority as a Special Resolution.

The Chairman of Extra Ordinary General Meeting may accordingly declare the result of voting.

Thanking You,

Yours faithfully,



**Jayavant B Bhavé**  
Company Secretary in Whole-time Practice  
FCS 4266 CP 3068  
Scrutinizer appointed by the Board of Directors for the



Voting process for EGM of the Company

Counter-signed by:

For KPIT Technologies Limited

*S Padve*

Sneha Padve  
Company Secretary



Date: April 5, 2018  
Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 05:05 PM on Thursday, April 5, 2018.

*Chetan Khaladkar*

Chetan Khaladkar

*केतकी. करंदीकर*

Ketaki Karandikar

