

Notice

NOTICE is hereby given that the Second Annual General Meeting of KPIT Technologies Limited will be held on Wednesday, August 28, 2019, at 10.30 a.m., at “Vivanta Pune”, Xion Complex, Hinjawadi Road, 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, 2019, 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, 2019, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2019.
[The Board has recommended dividend at ₹ 0.75 per equity share of ₹ 10/- each (at 7.5%).]
4. To appoint a Director in place of Mr. S. B. (Ravi) Pandit (DIN: 00075861), 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 an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 196, Section 197, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, approval be and is hereby accorded for the appointment of Mr. S. B. (Ravi) Pandit (DIN: 00075861) as a Chairman and Executive Director of the Company with effect from January 16, 2019, for a period ending March 28, 2020 and thereafter as a Chairman and Non-Executive Director on the terms and conditions specified in the Agreement to be entered into between the Company and Mr. S. B. (Ravi) Pandit.

RESOLVED FURTHER THAT approval be and is hereby accorded to the payment of remuneration to Mr. S. B. (Ravi) Pandit as set out in the Explanatory Statement annexed to the Notice and the Board of Directors of the Company be and is hereby authorized to revise the said remuneration from time to time subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force.

RESOLVED FURTHER THAT Mr. S. B. (Ravi) Pandit shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a director of the Company during his tenure and shall ipso facto terminate, if he ceases to be director of the Company for any reason whatsoever.

RESOLVED FURTHER THAT Mr. S. B. (Ravi) Pandit shall continue to hold his office of Executive Director and such appointment as such director shall not be deemed to constitute break in his appointment as Chairman and Executive Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient 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 the provisions of Section 196, Section 197, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, approval be and is hereby accorded for the appointment of Mr. Kishor Patil (DIN: 00076190) as Chief Executive Officer (CEO) & Managing Director of the Company for a period of five years with effect from January 16, 2019, on the terms and conditions specified in the Agreement to be entered into between the Company and Mr. Kishor Patil.

RESOLVED FURTHER THAT approval be and is hereby accorded to the payment of remuneration to Mr. Kishor Patil as set out in the Explanatory Statement annexed to the Notice and the Board of Directors of the Company be and is hereby authorized to revise the said remuneration from time to time subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force.

RESOLVED FURTHER THAT Mr. Kishor Patil shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a director of the Company during his tenure and shall ipso facto terminate, if he ceases to be director of the Company for any reason whatsoever.

RESOLVED FURTHER THAT Mr. Kishor Patil shall continue to hold his office of CEO & Managing Director and such appointment as such director shall not be deemed to constitute break in his appointment as a CEO & Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient 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 the provisions of Section 196, Section 197, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to Regulation 17(6) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, approval be and is hereby accorded for the appointment of Mr. Sachin Tikekar (DIN: 02918460) as Whole-time Director of the Company for a period of five years with effect from January 16, 2019, on the terms and conditions specified in the Agreement to be entered into between the Company and Mr. Sachin Tikekar.

RESOLVED FURTHER THAT approval be and is hereby accorded to the payment of remuneration to Mr. Sachin Tikekar as set out in the Explanatory Statement annexed to the Notice and the Board of Directors of the Company be and is hereby authorized to revise the said remuneration from time to time subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force.

RESOLVED FURTHER THAT Mr. Sachin Tikekar shall continue to be liable to retire by rotation and this appointment shall be subject to his continuance as a director of the Company during his tenure and shall ipso facto terminate, if he ceases to be director of the Company for any reason whatsoever.

RESOLVED FURTHER THAT Mr. Sachin Tikekar shall continue to hold his office of Whole-time Director and such appointment as such director shall not be deemed to constitute break in his appointment as a Whole-time Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient 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 the provisions of Section 149 and Section 152, read with Schedule IV and 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 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, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Independent Director, be and is

hereby appointed as an Independent Director of the Company for a period of five years from January 16, 2019, 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 the provisions of 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. B V R Subbu (DIN: 00289721), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from January 16, 2019, 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.”

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

“RESOLVED THAT pursuant to the provisions of 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 Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Prof. Alberto Sangiovanni Vincentelli (DIN: 05260121), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from January 16, 2019, 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.”

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

“RESOLVED THAT pursuant to the provisions of 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:05139034), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from January 16, 2019, 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.”

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

“RESOLVED THAT pursuant to the provisions of 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shubhalakshmi Panse (DIN: 02599310), who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from January 16, 2019, 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.”

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

“RESOLVED THAT pursuant to the provisions of 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rohit Saboo (DIN: 00086846), 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions, if any, 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 the Articles of Association of the Company, commission be paid to the Non-Executive Directors of the Company, for a period of five years commencing from the financial year 2018-19, of such an aggregate amount not exceeding one percent (1%) of the net profits of the Company for the relevant financial year computed in the manner laid down under Section 198 of the Companies Act, 2013, as may, from time to time, be determined by the Board of Directors, and that such aggregate amount of commission shall be divided amongst the Non-Executive Directors in such proportion and in such manner as may be decided by the Board of Directors in that behalf.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modifications and re-enactments thereof, consent of the Company be and is hereby accorded to Mr. Chinmay Shashishekar Pandit, a relative of Mr. S. B. (Ravi) Pandit, Chairman and Executive Director of the Company, to hold an office or place of profit in the Company as Head-Commercial Vehicle, or such other post as he may be promoted

hereafter, in the Company, at a remuneration upto ₹ 125 lacs per annum inclusive of salary, allowances, perquisites, benefits, amenities, but exclusive of variable performance incentives per annum and increment as per the policy of the Company as applicable to the other employees in his grade with effect from August 28, 2019 and the Board of Directors may alter and, subject to the limit on the remuneration stated above, vary the said terms and conditions of the appointment in such manner as may be agreed to between the Board of Directors and Mr. Chinmay Pandit.

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modifications and re-enactments thereof, consent of the Company be and is hereby accorded to Ms. Jayada Chinmay Pandit, a relative of Mr. S. B. (Ravi) Pandit, Chairman and Executive Director of the Company, to hold an office or place of profit in the Company as Manager-Business Unit Marketing or such other post as she may be promoted hereafter, in the Company, at a remuneration upto ₹ 45 lacs per annum inclusive of salary, allowances, perquisites, benefits, amenities, but exclusive of variable performance incentives per annum and increment as per the policy of the Company as applicable to the other employees, in her grade with effect from August 28, 2019 and the Board of Directors may alter and, subject to the limit on the remuneration stated above, vary the said terms and conditions of the appointment in such manner as may be agreed to between the Board of Directors and Ms. Jayada Pandit.

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

By Order of the Board of Directors
For **KPIT Technologies Limited**
(Formerly KPIT Engineering Limited)

Pune
May 15, 2019

Nida Deshpande
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 annexed to this this Notice. Further, the Company has uploaded the above route map on its website at (<https://www.kpit.com/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 Annual

- General Meeting (“AGM” or “the meeting”) 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 and duly completed Attendance Slip at the meeting.
 7. The Company has fixed **Wednesday, August 21, 2019** as the Record Date for determining entitlement of members to final dividend for the financial year ended March 31, 2019.
 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 Karvy Fintech Private Limited (Formerly known as KCPL Advisory Services P Ltd.) (Attention - Mr. S V Raju) Karvy Selenium Tower B, Plot no. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telephone: +91-40-6716 2222, E-mail: einward.ris@karvy.com. 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 grievances@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. 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 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.
 13. 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. The authorized representatives are requested to bring the duly completed Attendance Slip at the meeting.

14. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website <https://www.kpit.com/investors/#corporate-governance>.
15. Documents, if any, referred to in any item of business herein above 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. up to the date of the Annual General Meeting and will be made available at the meeting.
16. 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. Varsha Aswani at Varsha.aswani@kpit.com at +91-20-6770 6000 Extn:- 6966.
17. 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.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and 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.

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING.

[As required by Section 102 of the Companies Act, 2013 (the Act) and 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, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 16 of the accompanying the Notice]

Item No. 4 & 5

Mr. S. B. (Ravi) Pandit, aged 69 years, holds a Master's Degree in Management from Sloan School of Management, MIT, Cambridge, USA. He is a gold medalist and fellow member of the Institute of Chartered Accountants of India and an associate member of the Institute of Cost Accountants of India. He was the President of the Maharashtra Chamber of Commerce, Industries and Agriculture during 2004-2006. He has been awarded the Rotary Excellence Award for exemplary leadership and outstanding performance and honored with the Maharashtra Corporate Excellence (MAXELL) Awards for Excellence in Entrepreneurship and for his contribution to the economic and industrial development of Pune City. He possesses experience of 44 years.

Mr. Pandit is a Co-founder, Chairman and Group CEO of KPIT Technologies Limited. His vision as the founder has steered KPIT towards achieving leadership position as product engineering and IT consulting solutions and services provider, to three industries namely automotive & transportation, manufacturing and energy & utilities. He has been instrumental in shaping KPIT's vertical focus strategy and building a unique partnership model based on the tenets of innovation and sustainable development. The Company proposes to continue to draw on his visionary leadership qualities and towards this end, the Board of Directors of the Company appoint him as a Chairman & Executive Director (Whole-time Director) of the Company with effect from January 16, 2019 for a period ending on March 28, 2020 and thereafter as Chairman & Non-Executive Director of the Company. Mr. Pandit continues to be the Chairman of the Board of Directors.

Brief terms and conditions of appointment of Mr. S. B. (Ravi) Pandit are given below:

- (a) Mr. S. B. (Ravi) Pandit shall be paid basic salary, perquisites and allowances in the range of ` 109.87 lacs per annum to ` 220.99 lacs per annum. Within this range, the aggregate of basic salary, perquisites and allowances may be revised by the Board of Directors or the Nomination & Remuneration (HR) committee of the Board of Directors, from time to time, subject to maximum annual increase of 15% over the basic salary, perquisites and allowances for the previous year.
- (b) Variable incentive of such amount as may be decided by the Board of Directors or the Nomination & Remuneration (HR) committee of the Board of Directors, from time to time subject to the prescribed limit given under Section 196, Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
- (c) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. S. B. (Ravi) Pandit, shall not be in excess of 2.5% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Companies Act, 2013) and payment of remuneration shall not be in excess of 5% of the Net Profit of the Company to all Executive Directors of the Company for each of the financial years from 2018-19 and onwards with effect from January 16, 2019 for a period of five years.

The details of his directorships and membership of committees in other companies are as follows as on March 31, 2019:

Directorships:

Name of the Company	Designation
Thermax Limited	Director
K and P Management Services Private Limited	Director
Kirtane Pandit Consulting Private Limited	Director

Name of the Company	Designation
KP Capital Advisors Private Limited	Director
Kirtane Pandit Foundation Private Limited	Director
KP Corporate Solutions Limited	Director

Membership:

Name of the Company	Name of the Committee	Chairman/Member
Thermax Limited	Corporate Social Responsibility Committee	Member
	Stakeholder Relationship Committee	Member

Mr. Pandit has been a Director on our Board since incorporation and appointed as Executive Director (Whole-time Director) since January 16, 2019 for a period of five years subject to retirement by rotation. During the financial year 2018-19, the Company paid ` 34.00 lacs to Mr. Pandit towards remuneration.

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

Mr. Pandit holds 4,30,500 equity shares in the Company as on March 31, 2019.

If the Company incurs a loss or its profits are inadequate in any financial year during the tenure of Mr. S. B. (Ravi) Pandit, he may be paid such minimum remuneration as determined by the Board of Directors or the Nomination & Remuneration (HR) Committee of the Board of Directors, within the limits laid down in Section II, Part II of Schedule V of the Companies Act, 2013. In such a case, the following perquisites shall not be included in the computation of the ceiling on remuneration in case the Company has inadequate profits or loss in that financial year.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

Particulars as per Section II of Part II of Schedule V of the Companies Act, 2013 are given below:

I. General Information:

1. Nature of industry:

The Company is in the business of providing engineering solutions, specialized in embedded software, Artificial Intelligence (AI) & Digital Solutions in automobile industry and mobility.

2. Financial performance based on given indicators

Please refer to Financial Statements attached to this notice.

3. Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

1. Background details:

Please refer to opening paragraphs in this item for these details.

2. Past remuneration:

During the financial year 2018-19, the Company paid ₹ 34.00 lakhs to Mr. S. B. (Ravi) Pandit.

3. Recognition or awards:

- a) **Honored with Maharashtra Corporate Excellence (MAXELL) Awards** for Excellence in Entrepreneurship and for his contribution to the economic and industrial development of Pune City.
- b) **Honored with the J Irwin Miller Award of Excellence by Cummins** for his commitment to conducting business in an ethical manner and for the value KPIT partnership has brought to Cummins.
- c) Conferred with the prestigious **Samata Award** by the Akhil Bhartiya Mahatma Phule Samata Parishad for his contribution to the economic and industrial development of Pune City.
- d) Awarded the prestigious **Rotary Excellence Award for exemplary leadership and outstanding performance**, by a chapter in Pune.

4. Job profile and his suitability:

It is proposed to appoint Mr. S. B. (Ravi) Pandit as a Chairman and Executive Director and Mr. Pandit will be responsible for the general oversight of the business of the Company and oversight of the board processes. The appointment as a Chairman & Executive Director (Whole-time Director) of the Company with effect from January 16, 2019 for a period ending on March 28, 2020 and thereafter as Chairman & Non-Executive Director of the Company. Mr. Pandit continues to be the Chairman of the Board of Directors. The previous paragraphs contain information on the suitability of Mr. S. B. (Ravi) Pandit for the appointment.

5. Remuneration proposed:

- a) Fixed remuneration: Range of ₹ 109.87 lacs per annum to ₹ 220.99 lacs per annum over the tenure.
- b) Variable remuneration: As fixed by the Board of Directors or the Nomination & Remuneration (HR) Committee of the Board of Directors from time to time subject to the prescribed limit given under Section 196, Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
- c) Total remuneration: Subject to an overall ceiling of 10% the net profits of the Company for all the Executive Directors.
- d) Perquisites and other details: Please refer to previous paragraphs in this item of business.

6. Comparative remuneration profile with respect to industry, size of the company, profile of position and person:

The comparative remuneration in the Engineering Industry for companies with revenues in the range of ₹ 15,969 Mn to ₹ 94,458 Mn for the position of a Chairman & Executive Director (Whole-time Director) ranged from ₹ 21.79 Mn to ₹ 81.12 Mn for the year 2018-19.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Please refer Note No. 34 to the standalone financial statements attached.

III. Other information:

1. **Reasons of loss or inadequate profits:** Not applicable.
2. **Steps taken or proposed to be taken for improvement:** Not applicable.
3. **Expected increase in productivity and profits in measurable terms:** Not applicable.

The agreement will be entered into between the Company and Mr. S. B. (Ravi) Pandit and the draft agreement will be available for inspection at the registered office of the Company from Monday to Friday, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

As per the provisions of Section 196 and 197 of the Companies Act, 2013 the appointment of a Whole-time Director shall be approved by the members at a general meeting of the Company.

Mr. S. B. (Ravi) Pandit is not related to any other Director or Key Managerial Personnel of the Company or the relatives of other Directors or Key Managerial Personnel.

Mr. S. B. (Ravi) Pandit and his relatives will be concerned or interested in the ordinary resolution to the extent of the remuneration payable to him under the authority of the resolution.

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

The Board of Directors recommends the Ordinary Resolutions set forth as Item No. 4 & 5 of the notice for approval of the shareholders.

Item No. 6

Mr. Kishor Patil, aged 57 years, 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 35 years of experience.

Mr. Kishor Patil is a Co-founder, CEO & 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. The Company intends to continue to benefit from his top notch management skills and the Board of Directors of the Company propose to appoint him as Chief Executive Officer (CEO) & Managing Director of the Company for a period of five years with effect from January 16, 2019.

The details of his directorships and membership of committees in other companies are as follows March 31, 2019:

Directorships:

Names of the Companies	Designation
KP Corporate Solutions Limited	Director
Impact Automotive Solutions Limited	Director
K and P Management Services Private Limited	Director
Kirtane Pandit Foundation Private Limited	Director
KPIT Technologies (UK) Ltd.	Director
KPIT Technologies GmbH	Director
KPIT (Shanghai) Software Technology Co. Limited	Director

Names of the Companies	Designation
KPIT Technologies Netherlands B.V.	Director
Microfuzzy KPIT Tecnologia LTDA, Brazil	Director
KPIT Technologies GK	Director
KPIT Technologies Inc.	Director
KPIT Technologies Pte. Ltd.	Director
KPIT Technologies Holding Inc.	Director
KPIT Technologies France	Director

He does not hold membership in any committee in other companies.

Mr. Patil has been a Director on our Board since incorporation and appointed as CEO & Managing Director since January 16, 2019 for a period of five years subject to retirement by rotation. During the financial year 2018-19, the Company paid ₹ 34.60 lakhs to Mr. Kishor Patil towards remuneration.

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

As on March 31, 2019, he holds 29,89,080 equity shares in the Company.

Brief terms and conditions of appointment of Mr. Kishor Patil are given below:

- (a) Mr. Kishor Patil shall be paid a basic salary, perquisites and allowances in the range of ₹ 108.82 lacs per annum to ₹ 218.89 lacs per annum. Within this range, the aggregate of basic salary, perquisites and allowances may be revised by the Board of Directors or the Nomination & Remuneration (HR) committee of the Board of Directors, from time to time, subject to maximum annual increase of 15% over the basic salary perquisites and allowances for the previous year.
- (b) Variable incentive of such amount as may be decided by the Board of Directors or the Nomination & Remuneration (HR) committee of the Board of Directors, from time to time subject to the prescribed limit given under Section 196, Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

- (c) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Kishor Patil, shall not be in excess of 2.5% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Companies Act, 2013) and payment of remuneration shall not be in excess of 5% of the Net Profit of the Company to all Executive Directors of the Company for each of the financial years from 2018-19 and onwards with effect from January 16, 2019 for a period of five years.

If the Company incurs a loss or its profits are inadequate in any financial year during the tenure of Mr. Kishor Patil, he may be paid such minimum remuneration as determined by the Board of Directors or the Nomination & Remuneration (HR) Committee of the Board of Directors, within the limits laid down in Section II, Part II of Schedule V of the Companies Act, 2013. In such a case, the following perquisites shall not be included in the computation of the ceiling on remuneration in case the company has inadequate profits or loss in that financial year.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

Particulars as per Section II of Part II of Schedule V of the Companies Act, 2013 are given below.

I. General Information:

1. Nature of industry:

The Company is in the business of providing engineering solutions, specialized in embedded software, Artificial Intelligence (AI) & Digital Solutions in automobile industry and mobility.

2. Financial performance based on given indicators:

Please refer to Financial Statements attached to this notice.

3. Foreign investments or collaborations, if any: Nil

II. Information about the appointee:**1. Background details:**

Please refer to opening paragraphs in this item for these details.

2. Past remuneration:

During the financial year 2018-19, the Company paid ₹ 34.60 lakhs to Mr. Kishor Patil.

3. Recognition or awards:

- a) Honored with **Maharashtra Corporate Excellence (MAXELL) Awards 2014** for Excellence in Entrepreneurship.
- b) Selected amongst the 16 finalists for the **Ernst & Young Entrepreneur of the Year (EOY) – India 2012 award**.
- c) Awarded the prestigious **Golden Lotus National Award** by the honorable President of India for producing a state-of-the-art internationally acclaimed animation movie.
- d) Awarded the prestigious 2013 **Rotary Excellence Award** for exemplary leadership and outstanding performance, by a chapter in Pune.

4. Job profile and his suitability:

It is proposed to appoint Mr. Kishor Patil as CEO & Managing Director for a period of five years. Mr. Patil will be responsible for the overall operations of the Company. The previous paragraphs give information on the suitability of Mr. Kishor Patil for the appointment.

5. Remuneration proposed:

- a) Fixed remuneration: Range ₹ 108.82 lacs per annum to ₹ 218.89 lacs per annum over the tenure.
- b) Variable remuneration: As fixed by the Board of Directors or the Nomination & Remuneration (HR) Committee of the Board of Directors from time to time.
- c) Total remuneration: Subject to an overall ceiling of 10% for all the whole-time directors and managing director(s).

- d) Perquisites and other details: Please refer to previous paragraphs in this item of business.

6. Comparative remuneration profile with respect to industry, size of the company, profile of position and person:

The comparative remuneration in the Engineering Industry for companies with revenues in the range of ₹ 15,969 Mn to ₹ 94,458 Mn for the position of a Chairman & Executive Director (Whole-time Director) ranged from ₹ 37 Mn to ₹ 210.34 Mn for the year 2018-19.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Please refer Note No. 34 to the standalone financial statements attached.

III. Other information:

1. **Reasons of loss or inadequate profits:** Not applicable.
2. **Steps taken or proposed to be taken for improvement:** Not applicable.
3. **Expected increase in productivity and profits in measurable terms:** Not applicable.

The agreement will be entered into between the Company and Mr. Kishor Patil and the draft agreement will be available for inspection at the registered office of the Company from Monday to Friday, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

As per the provisions of Section 196 and 197 of the Companies Act, 2013, the appointment of a CEO & Managing Director shall be approved by the members at a general meeting of the Company.

Mr. Patil is not related to any other Director or Key Managerial Personnel of the Company or the relatives of other Directors or Key Managerial Personnel.

Mr. Patil and his relatives are concerned or interested in the ordinary resolution to the extent of the remuneration payable to him under the authority of the resolution.

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

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 6 of the notice for approval of the shareholders.

Item No. 7

Mr. Sachin Tikekar, aged 51 years, holds a Masters' degree in Strategic Management and International Finance from Temple University's Fox School of Business and Management, Pennsylvania. He is also on the Board of Nostrum High Performance, Inc. Mr. Tikekar is a member of the World Wildlife Federation and pursues his fascination with wildlife, nature and adventure through travelling. Mr. Tikekar possesses 25 years of experience.

Mr. Tikekar is a Co-founder and President of KPIT Technologies Limited. Having been with the Company since the beginning, he has provided leadership and guidance in many different areas of the Company. In his current role, Mr. Sachin Tikekar is the Executive Sponsor responsible for driving sustainable business growth of the Company and he leads our initiatives to launch innovative products and platforms. In both roles, he is intrinsically involved in managing and growing strategic relationships with key customers and partners. In recognition of his stellar contribution to the growth of the Company, the Board of Directors of the Company propose to appoint him as Whole-time Director of the Company for a period of five years with effect from January 16, 2019.

The details of his directorships and membership of committees in other companies are as follows March 31, 2019:

Directorships:

Names of the Companies	Designation
Sanis Estates Private Limited	Director
KPIT Technologies Netherlands B. V.	Director
Nostrum High Performance, Inc.	Director
KPIT (Shanghai) Software Technology Co. Limited	Director
KPIT Technologies GK	Director
KPIT Technologies Inc.	Director

Names of the Companies	Designation
KPIT Technologies Holding Inc.	Director
KPIT Technologies Pte. Limited	Director
Microfuzzy KPIT Tecnologia LTDA, Brazil	Director

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

Mr. Tikekar is currently holding office as Whole-time Director of the Company for a period of five years from January 16, 2019, subject to retirement by rotation. During the financial year 2018-19, the Company paid ` 31.20 lakhs to Mr. Tikekar towards remuneration.

Mr. Tikekar attended 5 meetings of the Board of the Company during the year.

As on March 31, 2019, he holds 8,40,800 equity shares in the Company

Brief terms and conditions of appointment of Mr. Sachin Tikekar are given below:

- (a) Mr. Sachin Tikekar shall be paid a basic salary, perquisites and allowances in the range of ` 116.55 lacs per annum to ` 234.42 lacs per annum. Within this range, the aggregate of basic salary, perquisites and allowances may be revised by the Board of Directors or the Nomination & Remuneration (HR) committee of the Board of Directors, from time to time, subject to maximum annual increase of 15% over the basic salary perquisites and allowances for the previous year.
- (b) Variable incentive of such amount as may be decided by the Board of Directors or the Nomination & Remuneration (HR) committee of the Board of Directors, from time to time subject to the prescribed limit given under Section 196, Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
- (c) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Sachin Tikekar, shall not be in excess of 2.5% of the Net Profit of the Company (computed in a manner laid

down in Section 198 of the Companies Act, 2013) and payment of remuneration shall not be in excess of 5% of the Net Profit of the Company to all Executive Directors of the Company for each of the financial years from 2018-19 and onwards with effect from January 16, 2019 for a period of five years.

If the Company incurs a loss or its profits are inadequate in any financial year during the tenure of Mr. Sachin Tikekar, he may be paid such minimum remuneration as determined by the Board of Directors or the Nomination & Remuneration (HR) Committee of the Board of Directors, within the limits laid down in Section II, Part II of Schedule V of the Companies Act, 2013. In such a case, the following prerequisites shall not be included in the computation of the ceiling on remuneration in case the company has inadequate profits or loss in that financial year.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

Particulars as per Section II of Part II of Schedule V of the Companies Act, 2013 are given below.

I. General Information:

1. Nature of industry:

The Company is in the business of providing engineering solutions, specialized in embedded software, Artificial Intelligence (AI) & Digital Solutions in automobile industry and mobility.

2. Financial performance based on given indicators:

Please refer to Financial Statements attached to this notice.

3. Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

1. Background details:

Please refer to paragraphs above in this item for these details.

2. Past remuneration:

During the financial year 2018-19, the Company paid ₹ 31.20 lakhs to Mr. Sachin Tikekar.

3. Job profile and his suitability:

Mr. Sachin Tikekar will be responsible for managing the key customer relationships of the Company. The previous paragraphs give information on the suitability of Mr. Sachin Tikekar.

4. Remuneration proposed:

- (a) Fixed remuneration: Range of ₹ 116.55 lacs per annum to ₹ 234.42 lacs per annum over the tenure.
- (b) Variable remuneration: As fixed by the Board of Directors or the Nomination & Remuneration (HR) committee of the Board of Directors from time to time.
- (c) Total remuneration: Subject to an overall ceiling of 10% for all the whole-time directors and managing director(s).
- (d) Perquisites and other details: Please refer to previous paragraphs in this item of business.

5. Comparative remuneration profile with respect to industry, size of the company, profile of position and person:

The comparative remuneration in the Engineering Industry for companies with revenues in the range of ₹ 15,969 Mn to ₹ 94,458 Mn for the position of a Chairman & Executive Director (Whole-time Director) ranged from ₹ 32.7 Mn to ₹ 103.8 Mn for the year 2018-19.

6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Please refer Note No. 34 to the standalone financial statements attached.

III. Other information:

1. **Reasons of loss or inadequate profits:** Not applicable.

2. **Steps taken or proposed to be taken for improvement:** Not applicable.
3. **Expected increase in productivity and profits in measurable terms:** Not applicable.

The agreement will be entered into between the Company and Mr. Sachin Tikekar and the draft agreement will be available for inspection at the registered office of the Company from Monday to Friday, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

As per the provisions of Section 196 and 197 of the Companies Act, 2013, the appointment of a Whole-time Director shall be approved by the members at a general meeting of the Company.

Mr. Tikekar is not related to any other Director or Key Managerial Personnel of the Company or the relatives of other Directors or Key Managerial Personnel.

Mr. Tikekar and his relatives are concerned or interested in the Ordinary Resolution to the extent of the remuneration payable to him under the authority of the resolution.

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

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 7 of the notice for approval of the shareholders.

Item No. 8

Mr. Anant Talaulicar, aged 58 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 with effect from January 16, 2019 for a period of five years pursuant to the provisions of Section 149 of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration (HR) Committee.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Anant Talaulicar for the office of Independent Director of the Company. Mr. Anant Talaulicar 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. 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 33 years of experience.

The details of his directorships and membership of committees in other companies are as follows as on March 31, 2019:

Directorships:

Name of the company	Designation
The Hi-Tech Gears Limited	Director
Birlasoft Limited	Director
Force Motors Limited	Director

Membership:

Name of the Company	Name of the Committee	Chairman/Member
Birlasoft Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Chairman
	Corporate and Social Responsibility (CSR) Committee	Member
	Risk Management Committee	Member

Mr. Talaulicar does not hold any shares in the Company as on March 31, 2019.

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 January 16, 2019, 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. 8 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 is 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 relatives of other directors or key managerial

personnel is concerned or interested in the proposed resolution.

Item No. 9

Mr. B V R Subbu, aged 65 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 with effect from January 16, 2019 for a period of five years pursuant to the provisions of Section 149 of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration (HR) Committee.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. B V R Subbu for the office of Independent Director of the Company. Mr. B V R Subbu 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. B V R Subbu is an automotive industry expert and thought leader. He holds a post graduate degree in Economics from Jawaharlal Nehru University and a post graduate diploma from Indian Institute of Foreign Trade. He was president of Hyundai India earlier. He was also extensively involved with Tata Group holding various responsibilities, including responsibilities in Tata Motors' Light Commercial Vehicles and Multi Utility Vehicles business. He possess an experience of 42 years.

The details of his directorships and membership of committees in other companies are as follows as on March 31, 2019:

Directorships:

Name of the company	Designation
Eurofinance Training and Publishing Private Limited	Director
Eurofinance Training Private Limited	Director
NMC Automotive Infrastructure Private Limited	Director
Altius Autoworld Private Limited	Director
Altius Leo Automotive Private Limited	Director
Altius Trucks Sales & Service Private Limited	Director
Octogence Technologies Private Limited	Director

Name of the company	Designation
Octogence Digital Systems Private Limited	Director
Comstar Automotive Technologies Private Limited	Director
Doer Marine India Private Limited	Director

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

Mr. Subbu does not hold any shares in the Company as on March 31, 2019.

Details of Mr. Subbu'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. Subbu as an Independent Director in the Annual General Meeting for a period of five years from January 16, 2019, not liable to retire by rotation.

Mr. Subbu 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. Subbu 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. Subbu fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for being appointed as an Independent Director and Mr. Subbu is independent of the management.

Considering the qualifications, experience, expertise and the accomplishments of Mr. Subbu, the Board of Directors is of the view that appointment of Mr. Subbu, as an Independent Director will benefit the Company and hence, recommends the Ordinary Resolution set forth as Item No. 9 of the Notice for the approval of the shareholders.

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

Mr. Subbu is 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 relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

Item No. 10

Prof. Alberto Sangiovanni Vincentelli, aged 72 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 with effect from January 16, 2019 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.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Prof. Alberto Sangiovanni Vincentelli for the office of Independent Director of the Company. Mr. Anant Talaulicar 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.

Prof. Alberto Sangiovanni Vincentelli was a co-founder of Cadence and Synopsys, the two leading companies in the area of Electronic Design Automation. He is the Chief Technology Adviser of Cadence. He is a member of the Board of Directors of Cadence and chairs its Technology Committee. He was a member of the HP Strategic Technology Advisory Board. He is currently a member of the Science and Technology Advisory Board of General Motors, as well as a member of the Technology Advisory Council of United Technologies Corporation. He is also a Professor in University of California, Berkeley, Department of Electrical Engineering & Computer Sciences. He possess an experience of 48 years.

The details of his directorships and membership of committees in other companies are as follows as on March 31, 2019:

Directorships:

Name of the company	Designation
Cadence Design Systems	Director
Sonics Inc.	Director
Expert Systems	Director
Ultra SoC	Director
Expert System USA	Director
Cogisen	Director

Membership:

Name of the Company	Name of the Committee	Chairman/Member
Cadence Design Systems	Strategy Committee	Member

Prof. Alberto does not hold any shares in the Company as on March 31, 2019.

Details of Prof. Alberto'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 Prof. Alberto as an Independent Director in the Annual General Meeting for a period of five years from January 16, 2019, not liable to retire by rotation.

Prof. Alberto 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>).

Prof. Alberto 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, Prof. Alberto fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for being appointed as an Independent Director and Prof. Alberto is independent of the management.

Considering the qualifications, experience, expertise and the accomplishments of Prof. Alberto, the Board of Directors is of the view that appointment of Prof. Alberto, as an Independent Director will benefit the Company and hence, recommends the Ordinary Resolution set forth as Item No. 10 of the Notice for the approval of the shareholders.

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

Prof. Alberto is 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 relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

Item No. 11

Mr. Nickhil Jakatdar, aged 47 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 with effect from January 16, 2019 for a period of five years pursuant to the provisions of Section 149 of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration (HR) Committee.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Nickhil Jakatdar for the office of Independent Director of the Company. Mr. Nickhil Jakatdar 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. 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, PayActiv, 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 Master's degree of Ph.D in Electrical Engineering and Computer Science from the University of California - Berkeley in 2000. Mr. Jakatdar possesses 19 years of experience.

The details of his directorships and membership in other companies are as follows as on March 31, 2019:

Directorships:

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 does not hold any shares in the Company as on March 31, 2019.

Details of Mr. Jakatdar's last drawn remuneration are provided 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. Jakatdar as an Independent Director in the Annual General Meeting for a period of five years from January 16, 2019, 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>).

Mr. Jakatdar 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. Jakatdar fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for being appointed as an Independent Director and Mr. Jakatdar is independent of the management.

Considering the qualifications, experience, expertise and the accomplishments of Mr. Jakatdar, the Board of Directors is of the view that appointment of Mr. Jakatdar, as an Independent Director will benefit the Company and hence, recommends the Ordinary Resolution set forth as Item No. 11 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 is 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 relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

Item No. 12

Ms. Shubhalakshmi Panse, aged 65 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 with effect from January 16, 2019 for a period of five years pursuant to the provisions of Section 149 of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration (HR) Committee

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Shubhalakshmi Panse for the office of Independent Director of the Company. Ms. Shubhalakshmi Panse is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Ms. Panse holds M.Sc degree from Pune University, D.B.M (Diploma in Business Management), MMS (Master's in Management Sciences with specialization in Financial Management) Pune University and M.B.A (Masters in Business Administration with specialization in Bank Management) Drexel University, USA and C.A.I.I.B (Certified Associate of Indian Institute of Bankers). She has 38 Years of work experience in the field of Banking. She was appointed as Chairman & Managing Director, Allahabad Bank on October 1, 2012 and superannuated on January 31, 2014. Prior to this appointment, she was the Executive Director of Vijaya Bank for 34 months.

She was also the Chairperson of ALLBANK Finance Ltd, a subsidiary of the Bank and Director on the Board of Universal Sompo Insurance company, a joint venture company of Allahabad Bank, Indian Overseas Bank, Karnataka Bank, Sompo of Japan and Dabar Company. She was the General Manager in Bank of Maharashtra and has shouldered the responsibility in almost all key segments of Banking, in various capacities – at Branches, Zonal Office, and at Corporate Office. Ms. Panse possesses 38 years of experience.

The details of her directorships and membership in other companies are as follows as on March 31, 2019:

Directorships:

Name of the company	Designation
Sudarshan Chemical Industries Limited	Director
Cholamandalam Financial Holdings Limited	Director
The Federal Bank Ltd	Director
PNB Housing Finance Limited	Director
IL & FS Investment Managers Limited*	Director
Atul Limited	Director
Cholamandalam MS General Insurance Company limited	Director

*Resigned with effect from April 30, 2019.

Memberships:

Name of the Company	Name of the Committee	Chairperson/Member
Federal Bank	Audit Committee	Member

Name of the Company	Name of the Committee	Chairperson/Member
	Risk Management Committee	Chairperson
	Special Committee of the Board for Monitoring and follow up of cases of Frauds (SCBF)	Member
	Information Technology & Operation Committee	Member
	Committee for Human Resources	Member
Sudarshan Chemical Industries Limited	Audit Committee	Member
	Risk Management Committee	Member
Cholamandalam MS Insurance Co Ltd	Audit Committee	Member
	Policy Holders Protection Committee	Chairperson
	Nomination & Remuneration Committee	Chairperson
Cholamandalam Financial Holdings Ltd	Audit Committee	Chairperson
	Nomination & Remuneration Committee	Chairperson
PNB Housing Finance Ltd	Audit Committee	Chairperson
	Stakeholder Relationship Committee	Chairperson
Atul Ltd.	CSR Committee	Chairperson

Ms. Panse does not hold any shares in the Company as on March 31, 2019.

Details of Ms. Panse'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 Ms. Shubhalakshmi Panse as an Independent Director in the Annual General Meeting for a period of five years from January 16, 2019, not liable to retire by rotation.

Ms. Panse 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>).

Ms. Panse has submitted a declaration of her 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, Ms. Panse fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for being appointed as an Independent Director and Ms. Panse is independent of the management.

Considering the qualifications, experience, expertise and the accomplishments of Ms. Panse, the Board of Directors is of the view that appointment of Ms. Panse, as an Independent Director will benefit the Company and hence, recommends the Ordinary Resolution set forth as Item No. 12 of the Notice for the approval of the shareholders.

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

Ms. Panse is 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 relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

Item No. 13

Mr. Rohit Saboo, aged 52 years, a Nominee of National Engineering Industries Limited was appointed as an Additional Director since January 16, 2019 who holds office till the date of the ensuing Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Rohit Saboo for the office of Director of the Company. Mr. Rohit Saboo 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. Rohit Saboo is an Engineer and MBA from USA and is also a graduate from the Columbia Senior Executive Program. He is currently the President & CEO of National Engineering Industries Limited. He has 27 years of

professional experience. He joined the CK Birla Group after a short entrepreneurial stint. He was the Executive Assistant to the Chairman where he supported the transformation exercise of the Group. He took over as the youngest CEO of NEI in 2008 and led it to become the only bearing company in the world to achieve the Deming Grand Prize. With his extensive successful experience in manufacturing he has transformed the R&D of NEI and also led NEI to become the largest manufacturer and also the largest exporter of bearings in the country. He received the Ashoka award for contributions towards quality movement in the industry. He was the Chairman of CII Rajasthan and has represented many government and association delegations abroad. Mr. Saboo possesses 27 years of experience.

The details of his directorships and membership in other companies are as follows as on March 31, 2019:

Directorships:

Name of the company	Designation
Venkateswara Wires Private Limited	Director
MLS Exports and Trading Private Limited	Director
Jaipur Finance and Dairy Products Private Limited	Director
NTN NEI Manufacturing India Private Limited	Director
Rajasthan Industries Limited	Director
Universal Trading Co. Ltd.	Director

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

Mr. Saboo does not hold any shares in the Company as on March 31, 2019.

Mr. Saboo 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. Saboo as a Nominee Director from January 16, 2019 in the Annual General Meeting, not liable to retire by rotation.

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

Considering the qualifications, experience, expertise and the accomplishments of Mr. Saboo, the Board of Directors is of the view that appointment of Mr. Saboo, as

a Nominee Director will benefit the Company and hence, recommends the ordinary resolution set forth as Item No. 13 of the Notice for the approval of the shareholders.

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

Mr. Saboo is 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 relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution.

Item No. 14

To acknowledge the contribution of Non-Executive Directors to the growth of the Company, it is proposed to pay the commission to the Non-Executive Directors of the Company, not exceeding one percent (1%) of the net profits of the Company for the relevant financial year computed in the manner laid down under Section 198 of the Companies Act, 2013, for a period of five years commencing from the financial year 2018-19. Under the provisions of section 197 of the Companies Act, 2013, payment of remuneration to Non-Executive Directors shall be approved by the Company in general meeting. Accordingly, this resolution is being proposed for the approval of the members.

The Board of Directors recommends the ordinary resolution set forth as Item No. 14 of the Notice for the approval of the shareholders.

All the Non-Executive Directors of the Company will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the Non-Executive Directors may be paid pursuant to the resolution.

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

Item No. 15

Mr. Chinmay Pandit is the son of Mr. S. B. (Ravi) Pandit, Chairman & Executive Director of the Company and thus falls within the definition of relative under the Companies Act, 2013 and his employment with the Company would attract the provisions of Section 188 (1) of the Companies

Act, 2013, for which approval of the members of the Company by way of an Ordinary Resolution is required.

Mr. Chinmay Pandit is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. Mr. Chinmay Pandit has also done his MBA from world renowned J. L. Kellogg School of Business at the Northwestern University, USA with specialization in Analytical Finance and Technology Management. He has more than 15 years of work experience and has worked with renowned companies such as KPMG and Infosys. He has worked in India as well as the United States.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, is as under:

1. Name of the related party: Mr. Chinmay Pandit
2. Name of the Director or KMP who is related: Mr. S. B. (Ravi) Pandit
3. Nature of relationship: Mr. Chinmay Pandit is son of Mr. S. B. (Ravi) Pandit
4. Nature, material terms, monetary value and particulars of the contract or arrangement: Mr. Chinmay Pandit is proposed to be appointed as an employee of the Company on remuneration and terms and conditions as stated in the Resolution.
5. Any other information relevant or important for the members to take a decision on the proposed Resolution: Please refer to his qualifications and experience as mentioned aforesaid under this item of business.

The Directors recommend the ordinary resolution set forth as Item No. 15 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolution in any way, except Mr. S. B. (Ravi) Pandit.

Item No. 16

Ms. Jayada Pandit is the daughter-in-law of Mr. S. B. (Ravi) Pandit, Chairman & Executive Director of the Company and thus falls within the definition of relative under the Companies Act, 2013 and her employment with the Company would attract the provisions of Section 188 (1) of the Companies Act, 2013, for which approval of the

members of the Company by way of Ordinary Resolution would be required.

Ms. Jayada Pandit possesses a Masters degree in Electronics & Telecom from ENST & ENSIETA, France. She has more than 7 years of work experience with well known business group such as Shinghania Services (USA & India), Thomson Inc, France. Over the period of time she has developed specialization in Electronics & Telecommunications.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, is as under:

1. Name of the related party: Ms. Jayada Pandit
2. Name of the Director or KMP who is related: Mr. S. B. (Ravi) Pandit
3. Nature of relationship: Ms. Jayada Pandit is daughter- in- law of Mr. S. B. (Ravi) Pandit

4. Nature, material terms, monetary value and particulars of the contract or arrangement: Ms. Jayada Pandit is proposed to be appointed as an employee of the Company on remuneration and terms and conditions as stated in the Resolution.
5. Any other information relevant or important for the members to take a decision on the proposed Resolution: Please refer to her qualifications and experience as mentioned aforesaid under this item of business.

The Directors recommend the Ordinary resolution set forth as Item No. 15 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolution in any way, except Mr. S. B. (Ravi) Pandit.

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 23, 2019 (9:00 a.m. IST) and ends on Tuesday, August 27, 2019 (5:00 p.m. IST)**. 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 21, 2019**, 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 21, 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.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 21, 2019.
- 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 is 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.

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***

4. Your User ID details are given below:

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) **"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.
- 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.

Details on Step 2 is 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 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

Route map of AGM Venue

Vivanta Pune

Xion Complex, Hinjawadi Road, Hinjawadi, Pune, 411057





KPIT Technologies Limited
(Formerly KPIT Engineering Limited)

CIN: U74999PN2018PLC174192

Registered & Corporate Office: Plot 17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase-III, Maan,
Taluka-Mulshi, Hinjawadi, Pune-411057, India.

Phone: +91-20-6770 6000 | E-mail: grievances@kpit.com | Website: www.kpit.com

Subject: Green Initiative in Corporate Governance - Shareholders' Consent to receive communication in Electronic Form & Mandatory updation of PAN and Bank details against your holding.

Dear Shareholder,

The MCA vide Section 20 of the Companies Act, 2013 and Rule 35 of the Companies (Incorporation) Rules, 2014 allow companies to serve documents through electronic mode thus encouraging the green initiative. We propose to send you all shareholder communications and documents like Annual Reports, Notices etc. through electronic mode, in future. In order to facilitate electronic communication with you, we request you to register your e-mail address with your depository participant (the agency with whom your demat account is maintained) or with our Registrar and Share Transfer Agent, **Karvy Fintech Private Limited** at: einward.ris@karvy.com. Alternatively, you may register your e-mail address with the Company by writing an email to grievances@kpit.com with the subject line - 'Green Initiative'. **If you have already registered your e-mail address, you are not required to re-register the same unless there is a change in your e-mail address.**

We believe that by subscribing to this green initiative, you would be contributing towards the protection of your environment. We request your concurrence so as to enable us to e-mail the Annual Reports, Notices, etc. to you.

Further, the Securities and Exchange Board of India has vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and BSE Limited vide its Circular No. LIST/ COMP/ 15/ 2018-19 dated July 5, 2018 mandated that companies through their Registrar and Transfer Agents ("RTA") take special efforts for collecting copies of PAN and bank account details of their security holders holding securities in physical form and advise them to dematerialize their physical securities as it is mandatorily to carry out the transfer of securities in dematerialized form only.

Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to the RTA/ Company for registration / updation, please do the needful at the earliest by following the below mentioned procedure.

Kindly fill in the details as mentioned in the attached form and forward the same along with all the supporting documents based on requirements considering the below mentioned points to RTA.

ACTION REQUIRED FROM SHAREHOLDER

You are requested to submit the following to update the records immediately

- A. For updating PAN of the registered shareholder and/or joint shareholder(s):
 - Self- attested legible copy of PAN card (exempted for Shareholders from Sikkim)
- B. For updating Bank Account details of the registered shareholder:
 1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed
 - For address proof : Self- attested legible copy of Aadhar/passport/utility bill (not older than 3 months)

- Original cancelled cheque leaf containing the Bank A/c No., Bank Name, Type of Account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf OR
2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it
- For address proof : Self- attested legible copy of Aadhar/passport/utility bill (not older than 3 months)
 - Original cancelled cheque leaf containing the details, Bank A/c No., Bank Name, Type of Account, IFSC Code, MICR Code.

Legible copy of the Bank passbook / Bank statement specifying the details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

In case you have any queries or need any assistance, please contact **Karvy Fintech Private Limited** at: einward.ris@karvy.com (in case of physical holding) or to the depositories (in case of dematerialized holding).

Thanking you,

For **KPIT Technologies Limited**

(Formerly KPIT Engineering Limited)

Nida Deshpande

Company Secretary

Format for furnishing the PAN and Bank Details:

To,
Karvy Fintech Private Limited
(Formerly known as KCPL Advisory Services P Ltd.)
Karvy Selenium Tower B, Plot no.31 & 32,
Financial District Nanakramguda,
Serilingampally Mandal, Hyderabad – 500032.
Phone: +91 40 6716 2222

Dear Sir,

I/We furnish below our folio details along with PAN and Bank mandate details for updation and confirmation of doing needful. I/we are enclosing the self-attested copies of PAN cards of all the holders, original cancelled cheque leaf of first holder, Bank Pass book and address proof viz., Aadhar card as required for updation of details:

Folio No.	
Address of the 1 st named Shareholder	
Mobile No.	
E-Mail ID	

Bank Account Details: (for electronic credit of unpaid dividends and all future dividends)

Name of the Bank			
Name of the Branch			
Account Number (as appearing in the cheque book)			
Account Type (Savings/ Current/ Cash Credit)	Savings	Current	Cash Credit
9 Digit MICR Number (as appearing on the MICR cheque issued by the Bank)			
11 Digit IFSC Code			

	PAN No.	Name
First Holder:		
Joint Holder 1 :		
Joint Holder 2:		

Signature :

Date:

Place:

Note: The above details will not be updated if the supporting documents are not attached and not duly self-attested.

KPIT

KPIT Technologies Limited

(Formerly KPIT Engineering Limited)

CIN: U74999PN2018PLC174192

Registered & Corporate Office: Plot 17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase-III, Maan, Taluka-Mulshi, Hinjawadi, Pune-411057, India.

Phone: +91-20-6770 6000 | E-mail: grievances@kpit.com | Website: www.kpit.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/Client Id:	
DP ID:	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name: Email Id:
Address:.....
..... Signature: or failing him/her
- 2) Name: Email Id:
Address:.....
..... Signature: or failing him/her
- 3) Name: Email Id:
Address:.....
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company to be held on Wednesday, August 28, 2019 at 10.30 a.m. at Vivanta Pune, Xion Complex, Hinjawadi Road, Hinjawadi, Pune-411057, Maharashtra, India. and at any adjournment thereof in respect of such resolutions as are listed below:

Resolutions:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019, 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, 2019, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2019.
4. To appoint a Director in place of Mr. S. B. (Ravi) Pandit, who retires by rotation and being eligible, offers himself for re-appointment.

5. To appoint Mr. S. B. (Ravi) Pandit as a Chairman and Executive Director for a period ending March 28, 2020 and thereafter as a Chairman and Non-Executive Director of the Company.
6. To appoint Mr. Kishor Patil as CEO & Managing Director of the Company.
7. To appoint Mr. Sachin Tikekar as Whole- time Director of the Company.
8. To appoint Mr. Anant Talaulicar as an Independent Director of the Company.
9. To appoint Mr. B V R Subbu as an Independent Director of the Company.
10. To appoint Prof. Alberto Sangiovanni Vincentelli as an Independent Director of the Company.
11. To appoint Mr. Nickhil Jakatdar as an Independent Director of the Company.
12. To appoint Ms. Shubhalakshmi Panse as an Independent Director of the Company.
13. To appoint Mr. Rohit Saboo as a Nominee Director of the Company.
14. To pay commission to the Non-Executive Directors of the Company, for a period of five years commencing from the financial year 2018-19, of such an aggregate amount not exceeding one percent (1%) of the net profits of the Company.
15. To approve the appointment of Mr. Chinmay Pandit, a relative of Mr. S. B. (Ravi) Pandit, to hold an office or place of profit in the Company.
16. To approve the appointment of Ms. Jayada Pandit, a relative of Mr. S. B. (Ravi) Pandit, to hold an office or place of profit in the Company.

Signed this day of 2019.

Signature of the shareholder

Affix
Revenue
Stamp

Signature of proxy holder(s)

Note: 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.

KPIT

KPIT Technologies Limited

(Formerly KPIT Engineering Limited)

CIN: U74999PN2018PLC174192

Registered & Corporate Office: Plot No.17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase-III, Maan,
Taluka - Mulshi, Hinjawadi, Pune - 411057, India.

Phone: +91 20 6770 6000 | E-mail: grievances@kpit.com | Website: www.kpit.com

ATTENDANCE SLIP

(Please complete this attendance slip and hand over at the entrance of the meeting venue)

Registered Folio No./DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of shares	

I/We hereby record my/our presence at the 2nd Annual General Meeting of the Company to be held on Wednesday, August 28, 2019 at 10.30 a.m. at "Vivanta Pune", Xion Complex, Hinjawadi Road, Hinjawadi, Pune-411057, Maharashtra, India.

.....
Member's/Proxy's name in Block Letters

.....
Member's/Proxy's Signature

NOTES:

1. Members/Joint Members/Proxies are requested to bring the Attendance Slip with them. Duplicate attendance slip will not be issued at the meeting venue.
2. A proxy is requested to bring his/her valid photo identity proof at the meeting.
3. 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 of the Company carrying voting rights.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Notes:

1. Please read the instructions for electronic voting printed along with the notice of the Annual General Meeting to be held on Wednesday, August 28, 2019 at 10.30 a.m. Please note cut-off date for e-voting is Wednesday, August 21, 2019 as mentioned in the e-voting instructions.
2. The remote e-voting period starts from Friday, August 23, 2019 (9.00 a.m. IST) to Tuesday, August 27, 2019 (till 5.00 p.m. IST) The voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.