

Notice

NOTICE is hereby given that the Third Annual General Meeting of KPIT Technologies Limited will be held on Wednesday, September 2, 2020, at 10.30 a.m., through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020, 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, 2020, together with the reports of the Auditors thereon.
3. To confirm Interim Dividends paid during the financial year 2019-20 (₹ 0.55 & ₹ 0.45) aggregating to ₹ 1 per Equity Share of ₹ 10/- each (at 10%) as the Final Dividend for the financial year ended March 31, 2020.
4. To appoint a Director in place of Mr. Kishor Patil (DIN: 00076190), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (“Listing Regulations”) and other applicable laws, and subject to necessary approvals from BSE Limited and National Stock Exchange of India Limited and other appropriate authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for the reclassification of National Engineering Industries Limited (“NEIL”) and Central India Industries Limited (“CIIL”), currently classified as ‘Promoter and Promoter Group’ of the Company, and not holding any equity shares of the Company, from ‘Promoter and Promoter Group’ category to ‘Public’ category of the shareholders of the Company and removal of their names from “Promoter and Promoter Group” of the Company.

RESOLVED FURTHER THAT Mr. Kishor Patil, CEO and Managing Director Ms. Priyamvada Hardikar, Chief Financial Officer, and Ms. Nida Deshpande, Company Secretary of the Company, be and are hereby jointly and/ or severally authorized to submit the applications for reclassification to BSE Limited and National Stock Exchange of India Limited wherein securities of the Company are listed, or any other regulatory body as may be required and to take steps necessary or desirable to give effect to this resolution.

RESOLVED FURTHER THAT upon receipt of approval from BSE Limited and National Stock Exchange of India Limited for applications made by the Company for the reclassification of NEIL and CIIL, the Company shall effect such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions and in all other records of the Company and make such applications, intimations, disclosures and/or filings as may relevant or necessary from such date, as may be appropriate.

RESOLVED FURTHER THAT Mr. Kishor Patil, CEO and Managing Director, Ms. Priyamvada Hardikar, Chief Financial Officer and Ms. Nida Deshpande, Company Secretary of the Company, be and are hereby jointly and/ or severally authorized to sign any documents and do any and all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any questions, difficulty or doubt that may arise, in order to give effect to the above resolution for and on behalf of the Company.

RESOLVED FURTHER THAT a copy of the above resolution certified by any of the Directors or the Company Secretary be submitted to the concerned authorities and they are requested to act upon the same.”

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

Pune
May 27, 2020

Nida Deshpande
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) dated May 12, 2020, permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
4. Pursuant to the provisions of the Act and MCA Circulars, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form are not annexed to this Notice.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to jbbhave@gmail.com with a copy marked to evoting@kfintech.com. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
7. The Company has fixed **Wednesday, August 26, 2020** as the Cut-off Date for determining entitlement of members to vote on the resolutions set forth in above notice for the financial year ended March 31, 2020.
8. The e-voting period commences on **Friday, August 28, 2020 (9:00 a.m. IST)** and ends on **Tuesday, September 1, 2020 (5:00 p.m. IST)** both days inclusive. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Wednesday, August 26, 2020** may cast their votes electronically. The e-voting module will be disabled by KFintech for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast and shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to the number of shares held by the members as on the cut-off date, i.e. **Wednesday, August 26, 2020**.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM Insta Poll.
10. Pursuant to the provisions of Section 108 of the Section 108 of the Act, the Rules made the Rules made thereunder and Regulation 44 of the SEBI Regulations, the Company is providing a facility to the shareholders to exercise their right to vote by electronic means (e-voting). Instructions for e-voting are attached to this notice.
11. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he / she is already registered with KFintech for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
12. In light of the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose email addresses are registered with the depositories. For Members who have not

- registered their email addresses, we urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Private Limited at einward.ris@kfintech.com to receive copies of the Annual Report 2019-20 in electronic mode.
13. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the Notice & Annual Report could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: https://ris.kfintech.com/email_registration/ and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Annual General Meeting.
 14. Members may also note that the Notice and Annual Report 2019-20 will also be available on the Company's website <https://www.kpit.com/investors/#corporate-governance> and websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively.
 15. Members desirous of obtaining any information concerning the accounts, operations, and business of the Company are requested to address their queries to the Chief Investor Relation Officer at Sunil.Phansalkar@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 i.e. Wednesday, September 2, 2020, to enable the Company to make available the required information at the meeting, to the extent possible.
 16. The Securities and Exchange Board of India ("SEBI") has made it mandatory to distribute dividends through electronic channels such as RTGS/NEFT/NACH. 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.
17. 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.
 18. Members are requested to:
 - quote their Registered Folio number in case of shares in physical form and DP ID and Client ID in case of shares in demat form, in their correspondence(s) to the Company.
 - direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the RTA of the Company.
 - 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.
 19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Wednesday September 2, 2020. Members seeking to inspect such documents may send an email to grievances@kpit.com
 20. Since Annual General Meeting of the Company is held through VC /OAVM, the Attendance Slip and Venue Route map are not attached with this notice.

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

Item No. 4

Mr. Kishor Patil, aged 58 years, is a member of the Institute of Chartered Accountants of India and an associate member of the Institute of Cost Accountants of India.

Mr. Kishor Patil is a Co-founder, CEO & Managing Director of KPIT. He drives the overall strategy & operations of the Company, His vision is integral in maintaining KPIT's leadership in its key focus areas and in making KPIT one of the technology leaders, globally. He has set a high standard of excellence in the areas of running high growth international operations, effecting successful mergers & acquisitions and executing profitable operations. His exceptional people skills and sincerity have been instrumental in building an innovative enterprise that KPIT is today. Under his leadership, KPIT has grown multifold over the years, more recently at a CAGR of 23% in the last 3 years.

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 36 years of experience.

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.

The details of his directorships and membership of committees in other companies are as follows March 31, 2020:

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
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
ThaiGerTec Co., Limited	Director
Sentient Labs Private Limited	Director

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

Mr. Patil as on March 31, 2020, holds 1,93,95,605 equity shares in 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.

Except Mr. Kishor Patil or his relatives, none of the Directors or key managerial personnel or their relatives are concerned or interested, financial or otherwise, in the proposed resolution.

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

Item No. 5

In terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) may allow reclassification of promoters as public shareholders or vice versa subject to fulfillment of conditions as provided therein.

In this regard, the Company has received letters from National Engineering Industries Limited (“NEIL”) and Central India Industries Limited (“CIIL”), who are part of the ‘Promoter and Promoter Group’ of the Company and have requested for reclassification under the ‘Public’ category under Regulation 31A of the Listing Regulations (“Requests”). The Requests were received by the Company on May 19, 2020 and were placed before the Board of Directors at its meeting held on May 27, 2020.

NEIL, CIIL, and persons related to NEIL and CIIL do not hold any equity shares in the Company.

The Board noted that NEIL and CIIL are not associated with the business of the Company in any manner and do not exercise direct or indirect control over the affairs of the Company or do not have any influence over the business and policy decisions made by the Company. Further, NEIL and CIIL are not involved in the day-to-day activities of the Company.

NEIL and CIIL have also confirmed that they are eligible for reclassification as public shareholders and satisfy the conditions set out in Regulation 31A of the Listing Regulations and any other applicable law. In accordance with Regulation 31A(3)(b), of the Listing Regulations, NEIL and CIIL have confirmed that they and the persons related to them (as defined by sub-clause (i), (ii) and (iii) of sub-clause (pp) of sub-regulation (1) of Regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018):

- (i) together, do not hold more than 10 (ten) percent of the total voting rights of Company;
- (ii) do not exercise control over the affairs of the Company, whether directly or indirectly;
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholder agreements;
- (iv) are not represented in any capacity on the board of directors of the Company (including through any nominee director);
- (v) are not acting as key managerial persons in the Company;

(vi) are not ‘willful defaulters’ as per the Reserve Bank of India guidelines; and

(vii) are not fugitive economic offenders.

NEIL and CIIL have also undertaken to abide by the conditions listed in Regulation 31A(4) of the Listing Regulations after their reclassification as public shareholders of the Company pursuant to the approval of such reclassification by the shareholders of the Company and the Stock Exchanges, failing which, they shall automatically be reclassified as promoters/ persons belonging to the promoter group, as applicable.

The Board of Directors of the Company considered the facts stated above and accepted the Requests for reclassification from ‘Promoter and Promoter Group’ category to the ‘Public’ category by NEIL and CIIL subject to approval of the shareholders of the Company and also subject to the approval of the Stock Exchanges. In accordance with the Listing Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the notice, for approval of the shareholders.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges, or the depositories. Further, trading in the equity shares of the Company has not been suspended by the Stock Exchanges.

The relevant documents in this regard are available for inspection on the website of the Company, www.kpit.com.

In accordance with the Listing Regulations, NEIL and CIIL and their immediate relatives (as defined under Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) shall not vote on this resolution.

None of the Directors, key managerial personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this notice.

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

Instructions to Shareholders for remote E-voting & voting during the meeting session.

A. The procedure for and instructions relating to E-Voting are set forth below (Remote e-voting):

- a. Shareholder will receive an e-mail from KFin Technologies Private Limited.
- b. Launch an internet browser and open <https://evoting.karvy.com/>
- c. Enter the login credentials i.e. User ID and password, provided in the email received from KFin Technologies Private Limited. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- d. After entering the above details click on - LOGIN
- e. Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$ etc.). The system will also prompt you to update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event.
- g. Select 'EVENT' of KPIT Technologies Limited and click on - Submit.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head
 - i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - k. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - l. Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - m. The Portal will remain open for e-voting from **Friday, August 28, 2020 at 9:00 a.m. (IST)** and will end on **Tuesday, September 1, 2020 at 5:00 p.m. (IST)**.
 - n. Corporate / Institutional shareholders (that is, other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: jbbhave@gmail.com. They may also upload the same in the e-voting module in their login.

Instructions for Shareholders for e-Voting during the Meeting session:

1. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page.
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the Meeting and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.

B. Instructions for the shareholders for attending the meeting through Video Conference:

- a) Shareholders will be provided with a facility to attend the Meeting through video conferencing platform provided by KFin Technologies Private Limited. Shareholders may access the same at by <https://emeetings.kfintech.com/> and clicking “Video Conference ” and access the Shareholders/Members login by using the remote e-voting credentials. The link for Meeting will be available in Shareholder/ Members login where the EVENT and the name of the Company can be selected.
- b) The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- c) Please note that the shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e- Voting instructions mentioned in the notice.
- d) Shareholders are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- e) Further shareholders will be required to switch on Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- f) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- g) System requirements for best VC experience:

Instrument	Description
Cell phone	Android 6.0+ Google Chrome 28+ Mozilla Firefox 24+ (Chrome doesn't bolster screen sharing on Android). iOS 12.2+ Mobile Safari/WebKit (iOS 11+) (Safari Mobile doesn't bolster screen sharing on iOS)

Instrument	Description
iOS PC/ Desktop	Google Chrome (Best suggested) Firefox, Safari, Internet Explorer, Edge Microsoft Edge 12+ Google Chrome 28+ Mozilla Firefox 22+ Safari 11+
For Desktop	Should have outside mic and Webcam introduced

Speaker Registration during Meeting session:

For the Q&A session in the meeting, shareholders may log into <https://emeetings.kfintech.com/> and click on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on **Friday, August 28, 2020 9.00 AM** and closed on **Monday, August 31, 2020 at 10.30 AM.**

Due to limitations of transmission and coordination during the Q&A session, the Chairman of meeting may dispense with the speaker registration during the Meeting conference.

C. Questions prior to Meeting

Shareholders who would like to express their views/ ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on “Post your Questions” and may post their queries/views/ questions in the window provided by mentioning the name, folio number, email id, mobile number. Please note that, shareholders’ questions will be answered only if the shareholder continue to hold the shares as on cut-off date i.e. **Wednesday, August 26, 2020.** The “Post your Questions” window shall be activated during the remote e-voting period and shall be closed on **Monday, August 31, 2020 at 10.30 AM.**

In case of any queries related to e-voting, you may refer to the Frequently Asked Questions (FAQ's) and e-voting user manual available in the “Downloads” section of <https://evoting.karvy.com> or contact Mr. S V Raju of KFin Technologies Private Limited at +040-67162222 or at 1800 345 4001 (Toll Free).