

KPIT Technologies Limited

Date of the AGM		27th AGM- Wednesday, August 29, 2018						
Total number of shareholders on record date		48218						
No. of shareholders present in the meeting either in person or through proxy:		132						
Promoters and Promoter Group:		11						
Public:		121						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2018, together with the reports of the Auditors and the report of the Board of Directors thereon								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	86475762	79.4698	86475762	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		86475762	79.4698	86475762	0	100.0000	0.0000
Public- Non Institutions	E-Voting	51289298	15229344	29.6930	15229309	35	99.9998	0.0002
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15492404	30.2059	15492369	35	99.9998	0.0002
Total		197498742	139361696	70.5633	139361661	35	99.9999	0.0001



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Public:			121					
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:			NA					
Public:			NA					
Agenda- 2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2018, together with the reports of the Auditors thereon.								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	86475762	79.4698	86475762	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		86475762	79.4698	86475762	0	100.0000	0.0000
Public- Non Institutions	E-Voting	51289298	15209144	29.6536	15209109	35	99.9998	0.0002
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15472204	30.1665	15472169	35	99.9998	0.0002
Total		197498742	139341496	70.5531	139341461	35	99.9999	0.0001



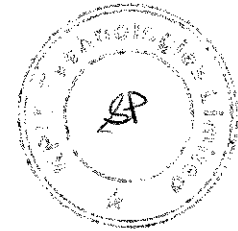
KPIT Technologies Limited

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No. of shareholders present in the meeting either in person or through proxy:	132
Promoters and Promoter Group:	11
Public:	121
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NA
Public:	NA

Agenda- 3. To declare dividend for the financial year ended March 31, 2018

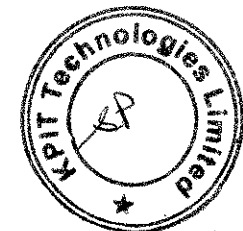
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	89020579	81.8084	89020579	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		89020579	81.8084	89020579	0	100.0000	0.0000
Public- Non Institutions	E-Voting	51289298	15209140	29.6536	15209133	7	99.9999	0.0001
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15472200	30.1665	15472193	7	99.9999	0.0001
Total		197498742	141886309	71.8416	141886302	7	99.9999	0.0001



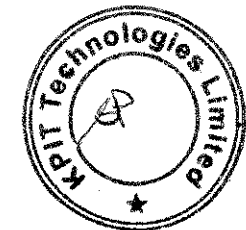
KPIT Technologies Limited

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Total number of shareholders on record date		48218						
No. of shareholders present in the meeting either in person or through proxy:		132						
Promoters and Promoter Group:		11						
Public:		121						
No. of Shareholders attended the meeting through Video Conferencing:		NA						
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 4. To appoint a Director in the place of Mr. Kishor Patil (DIN: 00076190), who retires by rotation and being eligible, offers himself for re-appointment.								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	89020579	81.8084	77724234	11296345	87.3104	12.6896
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		89020579	81.8084	77724234	11296345	87.3104	12.6896
Public- Non Institutions	E-Voting	51289298	15209084	29.6535	15208434	650	99.9957	0.0043
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15472144	30.1664	15471494	650	99.9958	0.0042
Total		197498742	141886253	71.8416	130589258	11296995	92.0380	7.9620



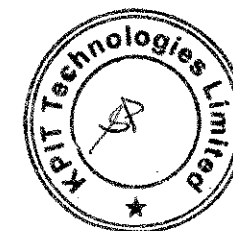
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Total number of shareholders on record date		48218						
No. of shareholders present in the meeting either in person or through proxy:		132						
Promoters and Promoter Group:		11						
Public:		121						
No. of Shareholders attended the meeting through Video Conferencing:		NA						
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 5. To re-appoint Mr. Anant Talaulicar (DIN: 00031051) as an Independent Director of the Company for a period of five years from October 21, 2017, not liable to retire by rotation.								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	88520579	81.3489	76694233	11826346	86.6400	13.3600
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88520579	81.3489	76694233	11826346	86.6400	13.3600
Public- Non Institutions	E-Voting	51289298	15157511	29.5530	15155863	1648	99.9891	0.0109
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15420571	30.0659	15418923	1648	99.9893	0.0107
Total		197498742	141334680	71.5623	129506686	11827994	91.6312	8.3688

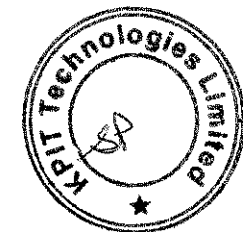


KPIT Technologies Limited

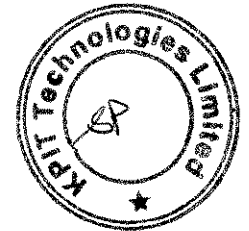
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Promoters and Promoter Group:		11						
Public:		121						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		NA						
Public:		NA						
Agenda- 6. To appoint Dr. Klaus Blicke (DIN: 07958326) as a Director of the Company, liable to retire by rotation.								
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	89020579	81.8084	76350945	12669634	85.7677	14.2323
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		89020579	81.8084	76350945	12669634	85.7677	14.2323
Public- Non Institutions	E-Voting	51289298	15208593	29.6526	15208398	195	99.9987	0.0013
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15471653	30.1655	15471458	195	99.9987	0.0013
Total		197498742	141885762	71.8413	129215933	12669829	91.0704	8.9296



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Promoters and Promoter Group:				11				
Public:				121				
No. of Shareholders attended the meeting through Video Conferencing:				NA				
Promoters and Promoter Group:				NA				
Public:				NA				
Agenda- 7. To appoint Mr. Nickhil Jakatdar (DIN: 05139034) as an Independent Director of the Company for a period of five years from January 24, 2018, not liable to retire by rotation								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	89020579	81.8084	86346062	2674517	96.9956	3.0044
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		89020579	81.8084	86346062	2674517	96.9956	3.0044
Public- Non Institutions	E-Voting	51289298	15084912	29.4114	15084192	720	99.9952	0.0048
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15347972	29.9243	15347252	720	99.9953	0.0047
Total		197498742	141762081	71.7787	139086844	2675237	98.1129	1.8871



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Promoters and Promoter Group:				11				
Public:				121				
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:				NA				
Public:				NA				
Agenda- 8. To appoint Mr. Anjan Lahiri (DIN: 06407055) as Nominee Director of the Company, not liable to retire by rotation.								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	89020579	81.8084	77070188	11950391	86.5757	13.4243
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		89020579	81.8084	77070188	11950391	86.5757	13.4243
Public- Non Institutions	E-Voting	51289298	15209144	29.6536	15208804	340	99.9978	0.0022
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15472204	30.1665	15471864	340	99.9978	0.0022
Total		197498742	141886313	71.8416	129935582	11950731	91.5772	8.4228



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Promoters and Promoter Group:				11				
Public:				121				
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:				NA				
Public:				NA				
Agenda- 9. To appoint Ms. Alka Bharucha (DIN: 00114067) as an Independent Director of the Company for a period of five years from May 23, 2018, not liable to retire by rotation.								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37393530	37393530	100.0000	37393530	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		37393530	100.0000	37393530	0	100.0000	0.0000
Public- Institutions	E-Voting	108815914	89020579	81.8084	85805625	3214954	96.3885	3.6115
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		89020579	81.8084	85805625	3214954	96.3885	3.6115
Public- Non Institutions	E-Voting	51289298	15208144	29.6517	15207769	375	99.9975	0.0025
	Poll		263060	0.5129	263060	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		15471204	30.1646	15470829	375	99.9976	0.0024
Total		197498742	141885313	71.8411	138669984	3215329	97.7339	2.2661



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

J. B. Bhavé & Co
Company Secretaries

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

August 29, 2018

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

Sub: E-voting and Voting by Poll at Annual General Meeting (AGM) Venue

Dear Ms. Sneha Padve

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and Voting by Poll at AGM venue) in respect of the following resolutions contained in the Notice of Twenty Seventh Annual General Meeting held on Wednesday, August 29, 2018 at 11:30 a.m.

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2018, together with the reports of the Auditors and the report of the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2018, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2018.
4. To appoint a Director in the place of Mr. Kishor Patil (DIN: 00076190), who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Mr. Anant Talaulicar (DIN: 00031051) as an Independent Director of the Company for a period of five years from October 21, 2017, not liable to retire by rotation.
6. To appoint Dr. Klaus Blickle (DIN: 07958326) as a Director of the Company, liable to retire by rotation.
7. To appoint Mr. Nickhil Jakatdar (DIN: 05139034) as an Independent Director of the Company for a period of five years from January 24, 2018, not liable to retire by rotation.
8. To appoint Mr. Anjan Lahiri (DIN:06407055) as Nominee Director of the Company, not liable to retire by rotation.



J. B. Bhave & Co
Company Secretaries

9. To appoint Ms. Alka Bharucha (DIN: 00114067) as an Independent Director of the Company for a period of five years from May 23, 2018, not liable to retire by rotation.

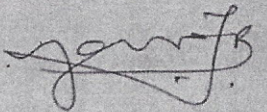
I now enclose the following:

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

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

Thanking you

Yours faithfully



Jayavant B Bhave

Company Secretary in Whole-time Practice

FCS 4266 CP 3068

Scrutinizer appointed by the Board of Directors for the
Voting process for 27th AGM of the Company

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

J. B. Bhavé & Co
Company Secretaries

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

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

August 29, 2018

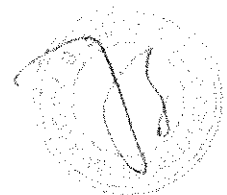
To
Mr. S.B. (Ravi) Pandit
Chairman & Group CEO
KPIT Technologies Limited
35 & 36, Rajiv Gandhi Infotech Park,
Phase- I, MIDC, Hinjawadi,
Pune- 411057

Dear Sir,

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

The Board of Directors of KPIT Technologies Limited ('the Company') have vide resolution passed on May 23, 2018 decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of Twenty Seventh Annual General Meeting ('AGM') held on August 29, 2018; by way of Voting by electronic means (Remote E-voting) and voting by Poll at AGM Venue; as required under the provisions of Sections 108 and 109 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice, having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 23, 2018 as required under Sections 108 and 109 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Remote E-Voting and Voting by Poll at AGM Venue; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Twenty Seventh Annual General Meeting of the Company held on August 29, 2018 and reproduced herein below:



Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2018, together with the reports of the Auditors and the report of the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2018, together with the reports of the Auditors thereon.
3. To declare dividend for the financial year ended March 31, 2018.
4. To appoint a Director in the place of Mr. Kishor Patil (DIN: 00076190), who retires by rotation and being eligible, offers himself for re-appointment.

Special Resolution:

5. To re-appoint Mr. Anant Talaulicar (DIN: 00031051) as an Independent Director of the Company for a period of five years from October 21, 2017, not liable to retire by rotation.

Ordinary Resolutions:

6. To appoint Dr. Klaus Blickle (DIN: 07958326) as a Director of the Company, liable to retire by rotation.
7. To appoint Mr. Nickhil Jakatdar (DIN: 05139034) as an Independent Director of the Company for a period of five years from January 24, 2018, not liable to retire by rotation.
8. To appoint Mr. Anjan Lahiri (DIN: 06407055) as Nominee Director of the Company, not liable to retire by rotation.
9. To appoint Ms. Alka Bharucha (DIN: 00114067) as an Independent Director of the Company for a period of five years from May 23, 2018, not liable to retire by rotation.

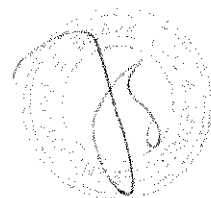
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting and Voting by Poll at the AGM Venue. My responsibility as a scrutinizer for the Voting process is restricted to ensure that the voting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

The Notice of AGM dated May 23, 2018, convening the Twenty Seventh Annual General Meeting of the Company to be held at KPIT Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase- I, MIDC, Hinjawadi, Pune- 411057, on August 29, 2018 at 11.30 a.m. was sent to the members of the Company and the members of the Company holding shares on the cut-off date i.e. Wednesday, August 22, 2018 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.



In this regard, I submit my report as under:

1. The E-voting period remained open from Friday, August 24, 2018 (09.00 A.M. IST) to Tuesday August 28, 2018 (5.00 P.M. IST).
2. After the closure of AGM on August 29, 2018, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who cast their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>)
4. I have downloaded, scrutinized and counted the Votes cast through Remote E-voting facility, and Votes cast by Poll at the venue of AGM; for the purpose of this report.
5. The particulars of votes cast through Remote E-voting and Votes cast by Poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
6. I further report; pursuant to the Section 109 of the Companies Act, 2013 and read with Rule 21 of the Companies (Management and Administration) Rules, 2014 that:
 - i. After the time fixed for closing of the poll by the Chairman Mr. S.B. (Ravi) Pandit, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
 - ii. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the proxies lodged with the Company.
 - iii. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. The cumulative results of the E-Voting Process and the poll taken at the meeting are as follows-



1. Resolution No.1 (Ordinary Resolution)

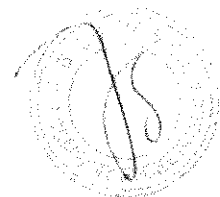
To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2018, together with the reports of the Auditors and the report of the Board of Directors thereon.

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	86475762	79.4698	86475762	0	100.00	0
Public-Others	51289298	15229344	29.6930	15229309	35	99.9998	0.0002
Total	197498742	139098686	70.4302	139098601	35	99.9999	0.0001

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0



• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	86475762	79.4698	86475762	0	0	100.00	0
Public-Others	51289298	15492404	30.2059	15492369	35	0	99.9998	0.0002
Total	197498742	139361696	70.5633	139361661	35	0	99.9999	0.0001

RESULT:

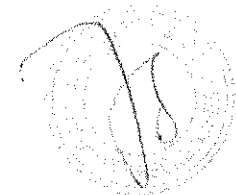
The above resolution was passed with requisite majority.

2. Resolution No.2 (Ordinary Resolution)

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

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100	37393530	0	100.00	0
Public Institutional Holders	108815914	86475762	79.4698	86475762	0	100.00	0
Public-Others	51289298	15209144	29.6536	15209109	35	99.9998	0.0002
Total	197498742	139078436	70.42	139078401	35	99.9999	0.0001



• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	86475762	79.4698	86475762	0	0	100.00	0
Public-Others	51289298	15472204	30.1665	15472169	35	0	99.9998	0.0002
Total	197498742	139341496	70.5531	139341461	35	0	99.9999	0.0001

RESULT:

The above resolution was passed with requisite majority.



3. RESOLUTION NO. 3 (ORDINARY RESOLUTION)

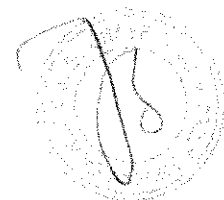
To declare dividend for the financial year ended March 31, 2018

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	89020579	0	100.00	0
Public- Others	51289298	15209140	29.6536	15209133	7	99.9999	0.0001
Total	197498742	141623249	71.7084	142163242	7	99.9999	0.0001

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled.	% of votes against on votes polled.
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public- Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0



• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	89020579	0	0	100.00	0
Public-Others	51289298	15472200	30.1665	15472193	7	0	99.9999	0.0001
Total	197498742	141886309	71.8416	141886302	7	0	99.9999	0.0001

RESULT:

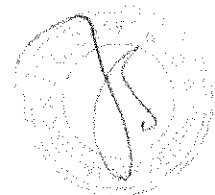
The above resolution was passed with requisite majority.

4. RESOLUTION NO. 4. (ORDINARY RESOLUTION)

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

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	77724234	11296345	87.3104	12.6896
Public-Others	51289298	15209084	29.6535	15208434	650	99.9957	0.0043
Total	197498742	141623193	71.7084	130326198	11296995	92.0232	7.9768



• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	89020579	100.00	77724234	11296345	0	87.3104	12.6896
Public-Others	51289298	15472144	30.1664	15471494	650	0	99.9957	0.0043
Total	197498742	141886253	71.8416	130589258	11296995	0	92.0380	7.9620

RESULT:

The above resolution was passed with requisite majority.



5. RESOLUTION NO. 5 (SPECIAL RESOLUTION)

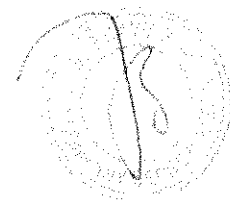
To re-appoint Mr. Anant Talaulicar (DIN: 00031051) as an Independent Director of the Company for a period of five years from October 21, 2017, not liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	88520579	81.3489	76694233	11826346	86.6400	0
Public-Others	51289298	15157511	29.5530	15155863	1648	99.9891	0.0109
Total	197498742	141071620	71.4291	129243626	11827994	91.6156	8.3844

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0



• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	88520579	81.3489	76694233	11826346	0	86.6400	13.3600
Public-Others	51289298	15420571	30.0659	15418923	1648	0	99.9893	0.0107
Total	197498742	141334680	71.5623	129506686	11827994	0	91.6312	8.3688

RESULT:

The above resolution was passed with requisite majority.

6. RESOLUTION NO. 6 (ORDINARY RESOLUTION)

To appoint Dr. Klaus Blickle (DIN: 07958326) as a Director of the Company, liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	76350945	12669634	85.7677	14.2323
Public-Others	51289298	15208593	29.6526	15208398	195	99.9987	0.0013
Total	197498742	141622702	71.7081	128952873	12669829	91.0538	8.9462



• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid* Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	76350945	12669634	0	85.7677	14.2323
Public-Others	51289298	15471653	30.1655	15471458	195	0	99.9987	0.0013
Total	197498742	141885762	71.8413	129215933	12669829	0	91.0704	8.9296

RESULT:

The above resolution was passed with requisite majority



7. RESOLUTION NO. 7 (ORDINARY RESOLUTION)

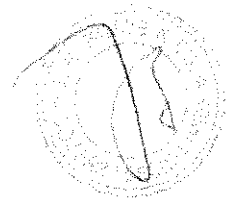
To appoint Mr. Nickhil Jakatdar (DIN: 05139034) as an Independent Director of the Company for a period of five years from January 24, 2018, not liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	86346062	2674517	96.9956	3.0044
Public-Others	51289298	15084912	29.4114	15084192	720	99.9952	0.0048
Total	197498742	141499021	71.6455	138823784	2675237	98.1094	1.8906

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid* Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0



• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	86346062	2674517	0	96.9956	3.0044
Public-Others	51289298	15347972	29.9243	15347252	720	0	99.9953	0.0047
Total	197498742	141762081	71.7787	139086844	2675237	0	98.1129	1.8871

RESULT:

The above resolution passed with requisite majority.

8. RESOLUTION NO. 8 (ORDINARY RESOLUTION)

To appoint Mr. Anjan Lahiri (DIN: 06407055) as Nominee Director of the Company, not liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	77070188	11950391	86.5757	13.4243
Public-Others	51289298	15209144	29.6536	15208804	340	99.9978	0.0022
Total	197498742	141623253	71.7084	129672522	11950731	91.5616	8.4384



• **POLL TAKEN AT THE MEETING:**

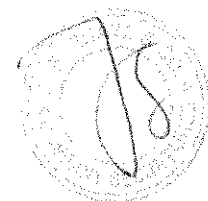
Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid* Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0

• **CONSOLIDATED:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	77070188	11950391	0	86.5757	13.4243
Public-Others	51289298	15472204	30.1665	15471864	340	0	99.9978	0.0022
Total	197498742	141886313	71.8416	129935582	11950731	0	91.5772	8.4228

RESULT:

The above resolution passed with requisite majority.



9. RESOLUTION NO. 9 (ORDINARY RESOLUTION)

To appoint Ms. Alka Bharucha (DIN: 00114067) as an Independent Director of the Company for a period of five years from May 23, 2018, not liable to retire by rotation.

• **E- VOTING PROCESS:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	85805625	3214954	96.3885	3.6115
Public-Others	51289298	15208144	29.6517	15207769	375	99.9975	0.025
Total	197498742	141622253	71.7079	138406924	3215329	97.7296	2.2704

• **POLL TAKEN AT THE MEETING:**

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	0	0	0	0	0	0	0
Public Institutional Holders	108815914	0	0	0	0	0	0	0
Public-Others	51289298	263060	0.5129	263060	0	0	100.00	0
Total	197498742	263060	0.5129	263060	0	0	100.00	0



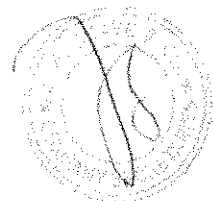
• CONSOLIDATED:

Particulars	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of Invalid Votes	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	37393530	37393530	100.00	37393530	0	0	100.00	0
Public Institutional Holders	108815914	89020579	81.8084	85805625	3214954	0	96.3885	3.6115
Public- Others	51289298	15471204	30.1646	15470829	375	0	99.9976	0.0024
Total	197498742	141885313	71.8411	138669984	3215329	0	97.7339	2.2661

RESULT:

The above resolution was passed with requisite majority.

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



Result:

Out of the total 9 resolutions proposed: -

- i. Resolutions number 01 to 04 and 06 to 09 have been passed as Ordinary Resolutions
- ii. Resolutions number 05 has been passed as Special Resolution

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

Thanking You,
Yours faithfully,



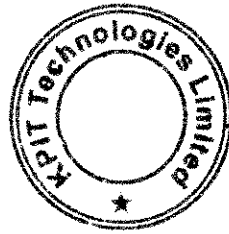
Jayavant B Bhave
Company Secretary in Whole-time Practice
FCS 4266 CP 3068
Scrutinizer appointed by the Board of Directors for the
Voting process for 27th AGM of the Company

Counter-signed by:

For KPIT Technologies Limited



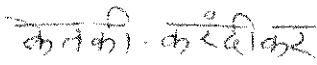
Sneha Padve
Company Secretary



Date: August 29, 2018

Place: Pune

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 1:00 PM on Wednesday, August 29, 2018.



Ketki Karandikar



Neha Limaye