April 6, 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Ltd.,
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip ID: KPIT
Scrip Code: 532400

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

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


Dear Sir / Madam,

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

1. Proceedings of the Extraordinary General Meeting held on April 5, 2018 of KPIT Technologies Limited held on April 5, 2018, as required under Regulation 30 of the Regulations.
2. Voting results as required under Regulation 44 of the Regulations.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For KPIT Technologies Limited

Sneha Padve
Company Secretary & Compliance Officer

Encl.: - As mentioned above.

KPIT Technologies Limited
Corporate and Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase 1, MIDC, Hinjawadi, Pune 411057, India
T: +91 20 6652 5000 | F: +91 20 6652 5001 | kpitin@kpit.com | www.kpit.com | CIN: L72200PN1990PLC059594
Proceedings of the Extraordinary General Meeting ("EGM")

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

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

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

Special resolution:

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

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

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

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

Thanking you,

Yours faithfully,

For KPIT Technologies Limited

Sneha Padve
Company Secretary & Compliance Officer
Date of the EGM: Thursday, April 5, 2018

Total number of shareholders on record date: 50427

No. of shareholders present in the meeting either in person or through proxy: 60

Promoters and Promoter Group: 9

Public: 51

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: NA

Public: NA

Agenda: 1. To adopt new set of Articles of Association

Resolution required: Ordinary/ Special

Whether promoter/ promoter group are interested in the agenda/resolution? No

<table>
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<tr>
<th>Category</th>
<th>Mode of Voting</th>
<th>No. of shares held (1)</th>
<th>No. of votes polled (2)</th>
<th>% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100</th>
<th>% of Votes in favour (4)</th>
<th>No. of Votes - in favour (5)</th>
<th>% of Votes against (6) = [(5)/(2)] * 100</th>
<th>% of Votes against on votes polled (7) = [(5)/(2)] * 100</th>
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April 5, 2018

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

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

Dear Ms. Sneha Padve

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

1. To adopt new set of Articles of Association of the Company.
   I now enclose the following:
   a. My report to the Chairman of the Company on the result of the Voting Process (including E-voting and Voting by Poll at EGM Venue)
   b. The register showing the particulars of the Votes cast by Poll at the EGM Venue and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions.

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

Thanking you

Yours faithfully

Jayavant B Bhave
Company Secretary in Whole-time Practice
FCS 4266 CP 3068
Scrutinizer appointed by the Board of Directors for the Voting process for EGM of the Company
April 5, 2018

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

Dear Sir,


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

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

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

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

In this regard, I submit my report as under:

1. The E-voting period remained open from Monday, April 2, 2018 (09.00 A.M. IST) to Wednesday April 4, 2018 (5.00 P.M. IST).

2. After the closure of EGM on April 5, 2018, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.

3. The details containing list of the shareholders who cast their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (https://www.evoting.nsdl.com)

4. I have downloaded, scrutinized and counted the Votes cast through Remote E-voting facility and Votes cast by Poll at the venue of EGM; for the purpose of this report.

5. The particulars of votes cast through Remote E-voting and Votes cast by Poll at the venue of EGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.

6. I further report that pursuant to the Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 that:

i. After the time fixed for closing of the poll by the Chairman Mr. S.B. (Ravi) Pandit, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
ii. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the proxies lodged with the Company.

iii. There were no defective or invalid poll papers.

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

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

To adopt new set of Articles of Association

**E-VOTING PROCESS:**

<table>
<thead>
<tr>
<th>Particulars</th>
<th>No. of Shares held</th>
<th>No. of votes polled</th>
<th>% of votes polled on outstanding shares</th>
<th>No. of Votes in favour</th>
<th>No. of votes against</th>
<th>% of votes in favour on votes polled</th>
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<tr>
<td>Promoter and Promoter Group</td>
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**POLL TAKEN AT THE MEETING:**

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<th>Particulars</th>
<th>No. of Shares held</th>
<th>No. of votes polled</th>
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</table>
RESULT:

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

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

Result:

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

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

Thanking You,

Yours faithfully,

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

Counter-signed by:

For KPIT Technologies Limited

Sneha Padve
Company Secretary

Date: April 5, 2018
Place: Pune

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

Chetan Khaladkar

Ketaki Karandikar