

July 30, 2024

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: KPITTECH

Scrip Code: 542651

Symbol: KPITTECH

Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Dear Sir / Madam,

Subject:- Notice of 7th Annual General Meeting ("AGM") of KPIT Technologies Limited ("the Company").

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 7th AGM of the Company for the year ended March 31, 2024, to be held on **Tuesday, August 27, 2024, at 10:30 a.m. (IST)**, through Video Conferencing/Other Audio-Visual Means ("VC/OAVM").

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed **Tuesday, August 20, 2023**, as the **cut-off date** to record the entitlement of the Members to cast their votes through e-voting for the AGM.

The Company has availed the e-voting facility from National Securities Depository Limited ("NSDL") for its members to cast their votes electronically.

Request you to take note of the same.

Thanking you,

Yours faithfully,

For **KPIT Technologies Limited**

Nida Deshpande

Company Secretary & Compliance Officer

Encl: as above

KPIT Technologies Limited

Registered & Corporate Office: Plot No. 17, Rajiv Gandhi Infotech Park, MIDC-SEZ,
Phase-III, Maan, Taluka-Mulshi, Hinjawadi, Pune-411057, India.
CIN: L74999PN2018PLC174192

^ +91 20 6770 6000
E info@kpit.com
W kpit.com

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting ("AGM") of KPIT Technologies Limited will be held on Tuesday, August 27, 2024, 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, 2024, together with the reports of the Auditors and the Board of Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the report of the Auditors thereon.
3. To declare final dividend for the financial year ended March 31, 2024.
[The Board has recommended final dividend at ₹ 4.60/- per equity share of ₹ 10/- each (at 46%) in addition to interim dividend paid at ₹ 2.10/- per equity share of ₹ 10/- each (at 21%)]
4. To appoint a director in place of Mr. Sachin Tikekar (DIN: 02918460) who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a director in place of Mr. S. B. (Ravi) Pandit (DIN: 00075861) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 of the Companies Act, 2013, ("the Act"), Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR, 2015"), and all other applicable provisions of the Act and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI LODR, 2015, approval and recommendation of the Nomination and Remuneration (HR) Committee, and that of the Board, Mr. S. B. (Ravi) Pandit (DIN: 00075861), who holds office as a Non-executive Director and Chairman of the Board be and is hereby authorized to continue to hold office beyond the age of 75 years as a Non-executive Director and Chairman of the Board, liable to retire by rotation, with effect from March 29, 2025.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution."

By Order of the Board of Directors
For KPIT Technologies Limited

Pune
April 29, 2024

Nida Deshpande
Company Secretary
Membership No: F6247

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") with respect to the Special Business to be transacted at the 7th Annual General Meeting ("Meeting/AGM") is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of SEBI LODR, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and reappointment at this AGM is annexed.
3. Ministry of Corporate Affairs (MCA), vide General Circular No. 09/2023 dated September 25, 2023 ("MCA circulars") and other Circulars issued from time to time & Securities and Exchange Board of India vide circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other Circulars issued from time to time ("SEBI circulars") has allowed the Companies to conduct AGM through VC/OAVM on or before September 30, 2024, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI LODR, 2015 and MCA Circulars & SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The transcript of the AGM proceedings will also be made available on the Company's website. The deemed venue for the AGM shall be the Registered Office of the Company.
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 is not annexed to this Notice.

5. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. Pursuant to the provisions of Section 108 of the Act, 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.
7. 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 during the AGM.
8. 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 in-person or through VC / OAVM on its behalf and to vote by show of hands or 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@nsdl.com. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
9. The Company has fixed **Friday, August 09, 2024**, as the **Record Date** for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
10. The Company has fixed **Tuesday, August 20, 2024**, as the **Cut-off Date** for determining entitlement of Members to vote on the resolutions set forth in above notice for the financial year as on March 31, 2024.
11. The e-voting period commences on **Thursday, August 22, 2024, (09:00 a.m. IST) and ends on Monday, August 26, 2024, (05:00 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 Tuesday, August 20, 2024**, may cast their votes electronically. The e-voting module will be disabled by National Securities Depository Limited ("NSDL") for voting thereafter.
12. 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., Tuesday, August 20, 2024**.
13. 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 evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
14. In light of the MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 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 them 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 Limited ("KFin") at einward.ris@kfintech.com to receive copies of the Annual Report 2023-24 in electronic mode.
15. In terms of the SEBI LODR, 2015, securities of listed companies can now only be transferred in dematerialized form, so the shareholders are advised to dematerialize shares held by them in physical form.
16. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any shareholder as soon as possible. The shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. Members may also note that the Notice and Annual Report 2023-24 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.
18. Members desirous of obtaining any information concerning the accounts, operations, and business of the Company are requested to address their queries to the Head - Investor Relations 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., **Tuesday, August 27, 2024**, to enable the Company to make available the required information at the meeting, to the extent possible.

19. The Securities and Exchange Board of India ("SEBI") has made it mandatory to distribute dividends through electronic channel 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 KFin.
20. 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.
21. 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.
22. All the shareholders are requested to note that, in terms of the provisions of the Income-tax Act, 1961, as amended by the Finance Act, 2020, Dividend paid or distributed by Company on or after April 1, 2020, shall be taxable in the hands of the shareholders. Every Company is required to deduct tax at source ("TDS") on Dividend to be paid to shareholders at the prescribed rate. Therefore, if a dividend is declared, the same will be paid after deducting TDS. Shareholders with PAN and who are not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail benefit of non-deduction of tax at source. The Shareholders can submit their declarations directly to RTA at <https://ris.kfintech.com/form15>. Forms are available on website of RTA at <https://mfs.kfintech.com/mfs/>.
23. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021, read with circular dated June 10, 2024, has mandated shareholders holding shares in physical form for updating their PAN, KYC details. The Company has sent communications to shareholders in this regard. The necessary forms can be downloaded from the website of KFin at www.kfintech.com & of the Company at www.kpit.com.
24. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://www.kpit.com/smart-odr/>.
25. The Registrar and Share Transfer Agent ("RTA") of the Company has launched a unified platform "KPRISM" for the benefit of shareholders. KPRISM is a self-service portal that enables the shareholders to access their portfolios serviced by KFin, and check details like dividend status and make requests for annual reports, change of address, update bank mandate, download standard forms, etc. The portal can be accessed at <https://kprism.kfintech.com> For more assistance on KPRISM, shareholders may contact on 040-67162222.
26. SEBI, vide its circular dated November 03, 2021 read with circular dated June 10, 2024, (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 01, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.
27. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the certificate from the secretarial auditors of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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., Tuesday, August 27, 2024. Members seeking to inspect such documents may send an email to grievances@kpit.com.

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION ON APPOINTMENT / REAPPOINTMENT AT THE ANNUAL GENERAL MEETING.

[As required by Section 102 of the Companies Act, 2013 (“the Act”) and pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of accompanying Notice.]

Item No. 4:

Mr. Sachin Tikekar serves as the President, Joint Managing Director at KPIT. Having been part of the founding team, his leadership has played a crucial role in guiding KPIT’s global journey over the years. In his current role, Mr. Tikekar is responsible for building and nurturing trusted partnership and relationships with clients and alliances globally. Mr. Tikekar has played a crucial role in formulating the new vision and mission for KPIT, after the demerger. He has led the strategy and blueprint of KPIT’s focused client and OEM-centric approach that has delivered KPIT’s industry-leading growth over the last few years. This has also propelled the KPIT brand and positioning in all stakeholders – Clients, Talent and Investors. As an executive sponsor, he also oversees KPIT operations across 13 countries and over 28 offices.

Mr. Tikekar has led the Company in various capacities. As the Chief People & Operations Officer, he was responsible for instilling KPIT’s culture, enhancing global learning opportunities, and driving innovation in talent acquisition and retention. During his tenure as Chief Operating Officer in the US, Mr. Tikekar played a pivotal role in establishing KPIT’s robust presence in the country. His strategic acumen extends to successfully integrating acquired entities within KPIT.

Mr. Tikekar dedicates significant time to emerging markets, with a particular focus on China. His professional interests centre around strategy and growth, aligning with his commitment to driving KPIT’s sustainability vision. Collaborating with the world’s vehicle manufacturers, Mr. Tikekar’s mission is to contribute in making a safer, cleaner, and smarter world.

Mr. Tikekar pursued his master’s in strategic management and international finance at Temple University. As an ardent food lover, he dubs himself as Anthony Bourdain 2.0! He is a member of the World Wildlife Federation and pursues his fascination for wildlife and nature through traveling. Prior to joining KPIT, he made significant contributions to the Strategic Positioning Group.

Mr. Tikekar has been appointed as Joint Managing Director from January 16, 2024, for a period of five years subject to retirement by rotation.

Mr. Sachin Tikekar will continue to work as Joint Managing Director with Mr. Kishor Patil, CEO & Managing Director, and share responsibilities to drive growth and other corporate initiatives.

In recognition of his qualification, experience, achievements, and stellar contribution to the growth of the Company, Mr. Sachin Tikekar retires by rotation at this Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers himself for reappointment.

Other details of Mr. Sachin Tikekar are given in a tabular format (Annexure A) below, which forms part of this notice.

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.

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 & 6:

Mr. S. B. (Ravi) Pandit is the Co-founder, Non-executive Director & Chairman of the Board of the Company. His vision as the co-founder of KPIT has steered the company from its inception to achieving the leadership position the company holds today globally in the domain of automotive engineering. Over the last 30+ years, KPIT, under Mr. Pandit’s leadership, has emerged as a premier establishment in mobility.

Mr. Pandit, Chairman of the Board, is one of the highest supervisory roles in organizational structure. He leads the long-term strategy planning, development & implementation and drives its continuous evolution into a future-focused, and employee-centric organization. He has been instrumental in developing a resilient corporate governance framework at KPIT. His leadership and guidance have been pivotal in ensuring that the company’s business success is underpinned by the highest standards of transparency and ethics.

His contributions to corporate governance encompass attracting, retaining and engaging top-notch board members, fostering a culture of excellence, and steadfastly upholding ethical standards. These efforts have garnered multiple recognition from our clients, underscoring our commitment to maintaining integrity and excellence in all aspects of our operations.

Mr. Pandit is deeply passionate about social causes with special commitment towards our environment. Under his guidance, KPIT's Corporate Social Responsibility initiatives have in the last 10+ years positively impacted over 2 million lives through 71 initiatives and created opportunities to innovate for over 75,000 students till date. His strong conviction of nurturing scientific thinking at grass root levels, starting from students at the age of 12 to students pursuing post-graduation has led to established programs like 'Chhote Scientists', 'KPIT Sparkle', 'Shodh' and 'KPIT STEM dialogues'.

Mr. Pandit's commitment to environment also resulted in development of solutions for generation of hydrogen from biomass, indigenous development of hydrogen fuel cell and indigenous development of sodium ion batteries. KPIT has won global patents in all these domains for innovative and impactful solutions. He is the only private sector member of the esteemed Empowered Group, the highest decision-making body for National Green Hydrogen Mission. Mr. Pandit works closely with the policy makers to bring out the policies which will help the growth of the cleaner, safer mobility industry.

Mr. Pandit's thoughts for creating a better world are best expressed in his award-winning book "Leap frogging to pole vaulting: Creating the magic of radical yet sustainable transformation" that he has co-authored along with Dr. R. A. Mashelkar. He is a frequent contributor and participant at various national and international conferences. Widely respected for integrity, innovation and dynamism, he has successfully set benchmarks in corporate governance, regional cooperation, and co-innovation.

Mr. Pandit is a gold medalist and fellow member of the Institute of Chartered Accountants of India, an associate member of the Institute of Cost and Works Accountants of India, and holds a master's degree from Sloan School of Management, MIT, Cambridge, USA. He was Awarded Honorary Doctorate in Technology by Prestigious Coventry University in recognition of his tremendous contribution to global technology and mobility sectors as well as his significant contribution in promoting UK-India business and academic relationships.

Mr. Pandit is a voracious reader, an avid trekker and holds a warm corner in his heart for animals and birds. He has been an avid bird photographer for the last two decades. He also enjoys listening to Indian classical music.

Currently, Mr. S. B. (Ravi) Pandit is shouldering the responsibility as a Non-Executive Director & Chairman of the Board and is attaining the age of 75 years during his current tenure of directorship. Mr. Pandit 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. Therefore, Company proposes to continue to draw on his visionary leadership qualities and towards this end proposes to continue the appointment of Mr. Pandit being eligible as Non-Executive Director beyond March 29, 2025, pursuant to the provision of Regulation 17(1A) SEBI LODR 2015, liable to retire by rotation.

Mr. S. B. (Ravi) Pandit was appointed by shareholders as Non-Executive Director and Chairman of the Board with effect from March 29, 2020, subject to retire by rotation. Accordingly, his reappointment by way of retiring by rotation was placed before the shareholders in the AGM held on August 24, 2022, and will continue to be reappointed by way of retire by rotation by shareholders in compliance with section 152 of the Companies Act, 2013 and Regulation 17(1D) of SEBI LODR 2015.

In view of the above, approval of the Members is being sought by way of Ordinary Resolution mentioned in item No. 5 and Special Resolution mentioned in the Item No. 6 of this Notice for his continuation as a Non-executive Director and Chairman of the Board on attaining age of 75 years.

Mr. S. B. (Ravi) Pandit retires by rotation at this Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 and being eligible, offers himself for reappointment.

Mr. 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 except his son, Mr. Chinmay Pandit, Whole-Time Director.

Other details of Mr. S. B. (Ravi) Pandit are given in a tabular format (Annexure A) below, which forms part of this notice.

Except Mr. S. B. (Ravi) Pandit 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. 5 and the Special Resolution set forth as Item No. 6 of the notice for approval of the shareholders.

By Order of the Board of Directors
For KPIT Technologies Limited

Pune
April 29, 2024

Nida Deshpande
Company Secretary
Membership No: F6247

Annexure A
Other details of Directors seeking appointment/reappointment in the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. Sachin Tikekar	Mr. S. B. (Ravi) Pandit
Date of Birth/Age	April 03, 1968 / 56 years	March 29, 1950 / 74 Years
Date of First Appointment	January 08, 2018	January 08, 2018
Date of previous reappointment by shareholders	August 29, 2023	August 24, 2022
Qualification	Master's in strategic management and international finance from Temple University	Chartered Accountant, Cost Accountant and a master's degree from Sloan School of Management, MIT, Cambridge, USA
Experience	30 Years	49 Years
Shareholding in the Company	7,41,150 shares	9,89,306 Shares
Shareholding in the Company of the spouse and immediate relatives of the Director	Nil	Nirmala Pandit- 2,39,000 Shares Chinmay Pandit- 38,620 Shares
No. of Board meetings attended during the Financial Year 2023-24	5 out of 5	5 out of 5
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Corporate Social Responsibility Committee	1. Chairman of Enterprise Risk Management Committee 2. Member in Nomination and Remuneration (HR) Committee 3. Member of Corporate Social Responsibility Committee
List of other Directorships held	1. Hypower Mobility Private Limited 2. KPIT Technologies Netherlands B.V. 3. KPIT Technologias Ltda 4. KPIT Technologies Inc. 5. KPIT Technologies Holding Inc. 6. KPIT (Shanghai) Software Technology Co., Ltd. 7. KPIT Technologies GK 8. KPIT Tech (Thailand) Co., Limited	1. Thermax Limited 2. Kirtane Pandit Consulting Private Limited 3. Kirtane Pandit Foundation Private Limited 4. K & P Management Services Private Limited 5. Sentient Labs Private Limited 6. Hypower Mobility Private Limited 7. KP Climate Consulting Private Limited 8. Aga Khan Rural Support Programme (India)

Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director	Nil	Thermax Limited - Member of Stakeholders Relationship Committee. - Member of Corporate Social Responsibility Committee - Member of Nomination and Remuneration Committee.
Remuneration proposed to be paid	As approved by the shareholders in the Annual General Meeting held on August 29, 2023.	As approved by the shareholders in the Annual General Meeting held on August 25, 2021.
Terms and Conditions of Reappointment		
Relationship with other Directors or Key Managerial Personnel of the Company	Nil	Mr. S. B. (Ravi) Pandit is a relative of Mr. Chinmay Pandit, Whole-Time Director.
Details of last drawn remuneration	Given in the Corporate Governance report of this Annual report.	Given in the Corporate Governance report of this Annual report.

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE ANNUAL GENERAL MEETING (AGM) THROUGH VIDEO CONFERENCE/ OTHER AUDIO-VISUAL MEANS (VC/ OAVM) FACILITY AND VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and read with MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL. The Members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if they have been passed at the AGM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration (HR) Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In line with the Circulars issued by Ministry of Corporate Affairs (MCA), the Notice calling the AGM has been uploaded on the website of the Company at www.kpit.com. The Notice can also be accessed from the 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER: -

The remote e-voting period begins on **Thursday, August 22, 2024, (09:00 a.m. IST) and ends on Monday, August 26, 2024 (5:00 p.m. IST)** both days inclusive. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., **Tuesday, August 20, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, August 20, 2024**.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile Appis available on    
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. By clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. Your User ID details are given below:

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***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. The Board has appointed Mr. Jayavant Bhavé, Proprietor J. B. Bhavé & Co., Practicing Company Secretaries (Membership No- F4266), as scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
2. The Chairman will, at the end of discussion on resolutions on which voting is to be held, allow e-Voting for all these members who are present at AGM and who have not cast their votes by availing the remote e-Voting facility.
3. The scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter, unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried out or not, and such report shall be sent to the Chairman or person authorized by him, within two working days (not exceeding 3 days) from the conclusion of the AGM, who shall then countersign and declare the result of voting forthwith.
4. 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.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
5. Only bonafide shareholders of the Company whose names appear on the register of shareholders, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-shareholders from attending the meeting.
6. Shareholders whose names appear in the Register of Shareholders/ list of Beneficial Owners as on **Tuesday, August 20, 2024, being the cut-off date**, are entitled to vote on the Resolutions set forth in this Notice.
7. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., **Tuesday, August 20, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode 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 i.e., Tuesday, August 20, 2024**, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
8. In the case of Holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote. A person who is not a shareholder as on the cutoff date should treat this Notice for information purposes only. Once the vote on a Resolution(s) is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
9. 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.
10. In case of any queries/grievances pertaining to remote e-Voting (before/during the AGM), 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 at 022 - 4886 7000 or send a request to at evoting@nsdl.com or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to evoting@nsdl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING DURING AGM ARE AS UNDER: -

1. The procedure for e-Voting during AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of **"VC/OAVM"** placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by following steps mentioned in the Notice of the AGM under "Step 1: Access to NSDL e-voting system" as mentioned above, between Saturday, August 24, 2024, (09:00 a.m. IST) and ends on Sunday, August 25, 2024 (05:00 p.m. IST). After successful login, members will be able to register themselves as a speaker Shareholder by clicking on the link available against the EVEN of the Company. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.