August 21, 2015

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Symbol: KPIT / Series: EQ

Subject: Statement of voting results pursuant to Clause 35A of the Listing Agreement.

Dear Sir,

In compliance with Clause 35A of the Listing Agreement entered into with your exchange, please find attached herewith a Statement of voting results in respect of the Annual General Meeting held on Wednesday, August 19, 2015.

Kindly take the same on your records.

Thanking you,
Yours truly,

For **KPIT Technologies Limited**

Sneha Padve
Company Secretary

KPIT Technologies Limited *(Formerly KPIT Cummins Infosystems Limited)*
Corporate and Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase 1, MIDC, Hinjewadi, Pune 411057, India
Phone: +91 20 6652 5000 | Fax: +91 20 6652 5001 | kpitin@kpit.com | www.kpit.com | CIN: L72200PN1990PLC059594

Details as per Clause 35A of the Listing Agreement with Stock Exchanges

Date of the Annual General Meeting	:	August 19, 2015
Total number of shareholders on record date	:	62,996
No. of Shareholders present in the meeting either in person or through proxy:	:	
Promoters and Promoter Group		7
Public		79
No. of Shareholders attended the meeting through Video Conferencing:	:	
Promoters and Promoter Group		Nil
Public		Nil

Agenda – wise

RESOLUTION NO. 1(a)							
Details of the Agenda:		To receive, consider and adopt the Audited Financial Statements for the financial year that ended on March 31, 2015, together with the report of the Auditors thereon and the report of the Board of Directors for the financial year that ended on that date.					
Resolution required:		Ordinary					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	94,531,538	97.93	94,531,538	-	100.00	-
Public – others	2,368,258	2,367,856	99.98	2,367,790	66	100.00	-
Total	141,825,456	139,826,837	98.59	139,826,771	66	100.00	-

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RESOLUTION NO. 1(b)							
Details of the Agenda:		To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year that ended on March 31, 2015, together with the report of the Auditors thereon.					
Resolution required:		Ordinary					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	94,534,164	97.93	94,534,164	-	100.00	-
Public – others	2,368,258	2,367,856	99.98	2,367,790	66	100.00	-
Total	141,825,456	139,829,463	98.59	139,829,397	66	100.00	-

RESOLUTION NO. 2							
Details of the Agenda:		To declare dividend for the financial year that ended on March 31, 2015.					
Resolution required:		Ordinary					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	96,529,755	100.00	96,529,755	-	100.00	-
Public – others	2,368,258	2,366,841	99.94	2,364,941	1,900	99.92	0.08
Total	141,825,456	141,824,039	100.00	141,822,139	1,900	100.00	-

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RESOLUTION NO. 3							
Details of the Agenda:		To appoint a Director in place of Mr. Sachin Tikekar, who retires by rotation and being eligible, offers himself for re-appointment.					
Resolution required:		Ordinary					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	96,529,755	100.00	85,646,845	10,882,910	88.73	11.27
Public – others	2,368,258	2,367,169	99.95	2,292,589	74,580	96.85	3.15
Total	141,825,456	141,824,367	100.00	130,866,877	10,957,490	92.27	7.73

RESOLUTION NO. 4							
Details of the Agenda:		To ratify the appointment of statutory auditors.					
Resolution required:		Ordinary					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	96,529,755	100.00	96,529,755	-	100.00	-
Public – others	2,368,258	2,305,431	97.35	2,295,431	10,000	99.57	0.43
Total	141,825,456	141,762,629	99.96	141,752,629	10,000	99.99	0.01

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RESOLUTION NO. 5							
Details of the Agenda:		To appoint Mr. Anant Talaulicar as an Independent Director for a period of 3 (three) years from October 21, 2014, not liable to retire by rotation.					
Resolution required:		Ordinary					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	93,974,164	97.35	67,201,670	26,772,494	71.51	28.49
Public – others	2,368,258	2,303,286	97.26	2,301,586	1,700	99.93	0.07
Total	141,825,456	139,204,893	98.15	112,430,699	26,774,194	80.77	19.23

RESOLUTION NO. 6							
Details of the Agenda:		To pay commission to the Non- Executive Directors of the Company, for a period of five years commencing from FY 2014-15 of such an aggregate amount not exceeding 1% of the net profits of the Company for the relevant financial year computed in the manner laid down under Section 198 of the Companies Act, 2013, as may, from time to time.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	87,911,040	91.07	87,911,040	-	100.00	-
Public – others	2,368,258	2,365,624	99.89	2,298,605	67,019	97.17	2.83
Total	141,825,456	133,204,107	93.92	133,137,088	67,019	99.95	0.05

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RESOLUTION NO. 7(a)							
Details of the Agenda:		To approve KPIT Technologies Employee Stock Options Plan 2015 and grant of Stock Options to the employees of the Company.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	95,929,755	99.38	74,523,585	21,406,170	77.69	22.31
Public – others	2,368,258	2,366,729	99.94	2,358,534	8,195	99.65	0.35
Total	141,825,456	141,223,927	99.58	119,809,562	21,414,365	84.84	15.16

RESOLUTION NO. 7(b)							
Details of the Agenda:		To grant Stock Options to the employees of the Subsidiary Company(s) of the Company under KPIT Technologies Employee Stock Options Plan 2015.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	95,929,755	99.38	74,523,585	21,406,170	77.69	22.31
Public – others	2,368,258	2,305,144	97.34	2,295,889	9,255	99.60	0.40
Total	141,825,456	141,162,342	99.53	119,746,917	21,415,425	84.83	15.17



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RESOLUTION NO. 7(c)							
Details of the Agenda:		To approve acquisition of secondary shares through trust route for the implementation of Employee Stock Options Plans of the Company.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	95,929,755	99.38	74,523,585	21,406,170	77.69	22.31
Public – others	2,368,258	2,304,379	97.30	2,297,884	6,495	99.72	0.28
Total	141,825,456	141,161,577	99.53	119,748,912	21,412,665	84.83	15.17

RESOLUTION NO. 7(d)							
Details of the Agenda:		To approve extension of exercise period from 3 (three) years to 5 (five) years under Employee Stock Option Plan 2004.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	95,929,755	99.38	74,533,170	21,396,585	77.70	22.30
Public – others	2,368,258	2,365,762	99.89	2,355,267	10,495	99.56	0.44
Total	141,825,456	141,222,960	99.58	119,815,880	21,407,080	84.84	15.16



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RESOLUTION NO. 7(e)							
Details of the Agenda:		To approve extension of exercise period from 3 (three) years to 5 (five) years under Employee Stock Option Plan 2006.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	95,929,755	99.38	74,533,170	21,396,585	77.70	22.30
Public – others	2,368,258	2,304,203	97.30	2,295,388	8,815	99.62	0.38
Total	141,825,456	141,161,401	99.53	119,756,001	21,405,400	84.84	15.16

RESOLUTION NO. 7(f)							
Details of the Agenda:		To approve extension of exercise period from 3 (three) years to 5 (five) years under Employee Stock Option Plan 2014.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	95,929,755	99.38	74,533,170	21,396,585	77.70	22.30
Public – others	2,368,258	2,366,666	99.93	2,356,137	10,529	99.56	0.44
Total	141,825,456	141,223,864	99.58	119,816,750	21,407,114	84.84	15.16



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RESOLUTION NO. 8							
Details of the Agenda:		To approve a scheme for provision of money by the Company to Employee Welfare Trust / Trustees for purchase of or subscription for fully paid-up shares of the Company for the benefit of employees under various Employee Stock Option Plans.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	95,929,755	99.38	74,523,585	21,406,170	77.69	22.31
Public – others	2,368,258	2,366,901	99.94	2,360,974	5,927	99.75	0.25
Total	141,825,456	141,224,099	99.58	119,812,002	21,412,097	84.84	15.16

RESOLUTION NO. 9							
Details of the Agenda:		To adopt the new set of Articles of Associations of the Company in place of existing Articles of Association.					
Resolution required:		Special Resolution					
Mode of voting:		E-voting + Poll					
Promoter / Public	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
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter & promoter group	42,927,443	42,927,443	100.00	42,927,443	-	100.00	-
Public – Institutional holders	96,529,755	96,520,182	99.99	94,571,286	1,948,896	97.98	2.02
Public – others	2,368,258	2,367,193	99.96	2,365,197	1,996	99.92	0.08
Total	141,825,456	141,814,818	99.99	139,863,926	1,950,892	98.62	1.38



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KANJ & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S CONSOLIDATED REPORT

To
The Chairman,
KPIT Technologies Limited
35 & 36, Rajiv Gandhi Infotech Park,
Phase-1, MIDC, Hinjewadi,
Pune- 411 057

24th Annual General Meeting of the Shareholders of KPIT Technologies Limited held on Wednesday 19th August, 2015 at 10.30 am at KPIT Auditorium, SDB-II, 35 & 36, Rajiv Gandhi Infotech Park, Phase-1, MIDC Hinjewadi, Pune - 411057

Dear Sir,

I, CS Vinayak Khanvalkar, Partner of M/s KANJ & Associates, Practising Company Secretaries, Pune appointed as a Scrutinizer for the following purposes:

1. The e-Voting process conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 between 15th August, 2015, 9.00AM and 18th August, 2015, 5.00 PM IST.

2. The poll taken for the below mentioned resolutions, as per Section 109 of the Companies Act, 2013 at the annual general meeting of the Company.

I submit a consolidated report as under:

1. With respect to the poll taken at the Meeting, after the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me. Subsequently, after the closing of the poll, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinized, reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company and counted.

2. After the conclusion of voting at the annual general meeting, I first counted the votes cast at the annual general meeting and thereafter I unblocked the votes cast through remote e-Voting in the presence of two witnesses who are not the employees of the Company at 12.45 p.m. A final electronic report of the whole process was generated by me by using the access and authorizations given to me by accessing the data available on the website of National Securities Depository Limited (NSDL), i.e. "https://www.evoting.nsdl.com". The final report was tabulated by me and the data regarding the final e-Votes was diligently scrutinized and reconciled with the data available on the above mentioned website.

V. S. KHANVALKAR * FCS - 2488 CP - 1588 * COMPANY SECRETARY

3. The cumulative result of the e-Voting process and the poll taken at the Meeting is as under:

1. **Resolution No.1(a) (Ordinary Resolution)**
   To receive, consider and adopt the Audited Financial Statements for the financial year that ended on March 31, 2015, together with the report of the Auditors thereon and the report of the Board of Directors for the financial year that ended on that date.

- **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	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	94662123	92663906	97.89	92663906	0	100.00	0.00
Public-Others	1175929	1175924	100.00	1175858	66	99.99	0.01
Total	138765495	136767273	98.56	136767207	66	100	0.00

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191932	99.97	1191932	0	100	0
Total	3059961	3059564	99.99	3059564	0	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	94531538	97.93	94531538	0	100.00	0.00
Public-Others	2368258	2367856	99.98	2367790	66	100.00	0.00
Total	141825456	139826837	98.59	139826771	66	100.00	

V.S. KHANVALKAR FCS 2489 CP 1588 COMPANY SECRETARY

Result: The above resolution is passed with requisite majority

2. **Resolution No. 1(b) (Ordinary Resolution)**

   To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year that ended on March 31, 2015, together with the report 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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	92666532	97.89	92666532	0	100	0
Public-Others	1175929	1175924	100.00	1175858	66	99.99	0.01
Total	138765495	136769899	98.56	136769833	66	100.00	0

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191932	99.97	1191932	0	100	0
Total	3059961	3059564	99.99	3059564	0	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	94534164	97.93	94534164	0	100.00	0.00
Public-Others	2368258	2367856	99.98	2367790	66	100.00	0.00
Total	141825456	139829463	98.59	139829397	66	100.00	0.00

Result: The above resolution is passed with requisite majority.



3. **Resolution No.2 (Ordinary Resolution)**

To declare dividend for the financial year that ended on March 31, 2015.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94662123	100	94662123	0	100	0
Public-Others	1175929	1174924	99.91	1173024	1900	99.84	0.16
Total	138765495	138764490	100	138762590	1900	100	0

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191917	0	100	0
Total	3059961	3059549	99.99	3059549	0	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0
Public-Institutional Holders	96529755	96529755	100.00	96529755	0	100.00	0
Public-Others	2368258	2366841	99.94	2364941	1900	99.92	0.08
Total	141825456	141824039	100.00	141822139	1900	100.00	0

Result: The above resolution is passed with requisite majority.

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4. **Resolution No. 3 (Ordinary Resolution)**

To appoint a Director in place of Mr. Sachin Tikekar, 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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94662123	100	83779213	10882910	88.50	11.50
Public-Others	1175929	1175252	99.94	1100672	74580	93.65	6.35
Total	138765495	138764818	99.99	127807328	10957490	92.10	7.90

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191917	0	100	0
Total	3059961	3059549	99.99	3059549	0	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	96529755	100.00	85646845	10882910	88.73	11.27
Public-Others	2368258	2367169	99.95	2292589	74580	96.85	3.15
Total	141825456	141824367	100.00	130866877	10957490	92.27	7.73

Result: The above resolution is passed with requisite majority

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5. **Resolution No.4 (Ordinary Resolution)**

To ratify the appointment of statutory auditors.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94662123	100	94662123	0	100	0
Public-Others	1175929	1113514	94.69	1103514	10000	99.10	0.90
Total	138765495	138703080	99.96	138693080	10000	99.99	0.01

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191917	0	100	0
Total	3059961	3059549	99.99	3059549	0	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	96529755	100.00	96529755	0	100.00	0.00
Public-Others	2368258	2305431	97.35	2295431	10000	99.57	0.43
Total	141825456	141762629	99.96	141752629	10000	99.99	0.01

Result: the above resolution is passed with requisite majority

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6. **Resolution No. 5 (Ordinary Resolution)**

To appoint Mr. Anant Talaulicar as an Independent Director.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	92106532	97.30	65334038	26772494	70.93	29.07
Public-Others	1175929	1111369	94.51	1110269	1100	99.90	0.10
Total	138765495	136145344	98.11	109371750	26773594	80.33	19.67

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191317	600	99.95	0.05
Total	3059961	3059549	99.99	3058949	600	99.98	0.02

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	93974164	97.35	67201670	26772494	71.51	28.49
Public-Others	2368258	2303286	97.26	2301586	1700	99.93	0.07
Total	141825456	139204893	98.15	112430699	26774194	80.77	19.23

Result: The above resolution is passed with requisite majority

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7. **Resolution No.6 (Special Resolution)**

To approve payment of commission to Non-Executive Directors.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	86043408	90.90	86043408	0	100	0
Public-Others	1175929	1173707	99.81	1106710	66997	94.29	5.71
Total	138765495	130144558	93.79	130077561	66997	99.95	0.05

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191895	22	100	0
Total	3059961	3059549	99.99	3059527	22	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	96529755	87911040	91.07	87911040	0	100	0
Public-Others	2368258	2365624	99.89	2298605	67019	97.17	2.83
Total	141825456	133204107	93.92	133137088	67019	99.95	0.05

Result: The above resolution is passed with requisite majority

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8. **Resolution No. 7(a) (Special Resolution)**

To approve KPIT Technologies Employee Stock Options Plan 2015 and grant of Stock Options to the employees of the Company.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94062123	99.37	72655953	21406170	77.24	22.76
Public-Others	1175929	1174812	99.91	1166619	8193	99.30	0.70
Total	138765495	138164378	99.57	116750015	21414363	84.50	15.50

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191915	02	100	0
Total	3059961	3059549	99.99	3059547	02	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	95929755	99.38	74523585	21406170	77.69	22.31
Public-Others	2368258	2366729	99.94	2358534	8195	99.65	0.35
Total	141825456	141223927	99.58	119809562	21414365	84.84	15.16

Result: The above resolution is passed with requisite majority

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9. **Resolution No. 7(b) (Special Resolution)**

To grant Stock Options to the employees of the Subsidiary Company(s) of the Company under KPIT Technologies Employee Stock Options Plan 2015.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94062123	99.37	72655953	21406170	77.24	22.76
Public-Others	1175929	1113227	94.67	1104574	8653	99.22	0.78
Total	138765495	138102793	99.52	116687970	21414823	84.49	15.51

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191315	602	99.95	0.05
Total	3059961	3059549	99.99	3058947	602	99.98	0.02

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	95929755	99.38	74523585	21406170	77.69	22.31
Public-Others	2368258	2305144	97.34	2295889	9255	99.60	0.40
Total	141825456	141162342	99.53	119746917	21415425	84.83	15.17

Result: The above resolution is passed with requisite majority

V.S. KHANVALKAR FCS 2488 CP 1586 COMPANY SECRETARY

10. Resolution No. 7 (c) (Special Resolution)

To approve acquisition of secondary shares through Employee Welfare Trust for the implementation of Employee Stock Options Plans of the Company.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94062123	99.37	72655953	21406170	77.24	22.76
Public-Others	1175929	1112462	94.60	1105969	6493	99.42	0.58
Total	138765495	138102028	99.52	116689365	21412663	84.50	15.50

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191917	99.97	1191915	02	100	0
Total	3059961	3059549	99.99	3059547	02	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.0	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	95929755	99.38	74523585	21406170	77.69	22.31
Public-Others	2368258	2304379	97.30	2297884	6495	99.72	0.28
Total	141825456	141161577	99.53	119748912	21412665	84.83	15.17

Result: The above resolution is passed with requisite majority

V. S. KHANVALKAR FCS 2489 CP 5536 COMPANY SECRETARY

11. Resolution No. 7(d) (Special Resolution)

To approve extension of exercise period under Employee Stock Option Plan 2004.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94062123	99.36	72665538	21396585	77.25	22.75
Public-Others	1175929	1173830	99.82	1163937	9893	99.16	0.84
Total	138765495	138163396	99.56	116756918	21406478	84.51	15.49

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	11,91,932	99.97	1191330	602	99.95	0.05
Total	3059961	3059564	99.99	3058962	602	99.98	0.02

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	95929755	99.38	74533170	21396585	77.70	22.30
Public-Others	2368258	2365762	99.89	2355267	10495	99.56	0.44
Total	141825456	141222960	99.58	119815880	21407080	84.84	15.16

Result: The above resolution is passed with requisite majority

V.S. KHANVALKAR FCS 2480 CP 1586 COMPANY SECRETARY

12. Resolution No. 7(e) (Special Resolution)

To approve extension of exercise period under Employee Stock Option Plan 2006.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94062123	99.37	72665538	21396585	77.25	22.75
Public-Others	1175929	1112271	94.59	1104058	8213	99.26	0.74
Total	138765495	138101837	99.52	116697039	21404798	84.50	15.50

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191932	99.97	1191330	602	99.95	0.05
Total	3059961	3059564	99.99	3058962	602	99.98	0.02

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	95929755	99.38	74533170	21396585	77.70	22.30
Public-Others	2368258	2304203	97.30	2295388	8815	99.62	0.38
Total	141825456	141161401	99.53	119756001	21405400	84.84	15.16

Result: The above resolution is passed with requisite majority

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13. Resolution No. 7(f) (Special Resolution)

To approve extension of exercise period under Employee Stock Option Plan 2014.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94062123	99.36	72665538	21396585	77.25	22.75
Public-Others	1175929	1174734	99.89	1164807	9927	99.15	0.85
Total	138765495	138164300	99.57	116757788	21406512	84.51	15.49

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191932	99.97	1191330	602	99.95	0.05
Total	3059961	3059564	99.99	3058962	602	99.98	0.02

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	95929755	99.38	74533170	21396585	77.70	22.30
Public-Others	2368258	2366666	99.93	2356137	10529	99.56	0.44
Total	141825456	141223864	99.58	119816750	21407114	84.84	15.16

Result: The above resolution is passed with requisite majority

V.S. KHANVALKAR FCS - 2489 CP - 1586 COMPANY SECRETARY

14. Resolution No.8 (Special Resolution)

To approve a scheme for provision of money by the Company to employee welfare trust/trustees for purchase of or subscription for fully paid-up shares of the Company for the benefit of employees under various Employee Stock Option Plans.

- **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	42927443	42927443	100	42927443	0	100	0
Public-Institutional Holders	94662123	94062123	99.37	72655953	21406170	77.24	22.75
Public-Others	1175929	1174969	99.92	1169044	5925	99.50	0.50
Total	138765495	138164535	99.57	116752440	21412095	84.50	15.50

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191932	99.97	1191930	02	100	0
Total	3059961	3059564	99.99	3059562	02	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	95929755	99.38	74523585	21406170	77.69	22.31
Public-Others	2368258	2366901	99.94	2360974	5927	99.75	0.25
Total	141825456	141224099	99.58	119812002	21412097	84.84	15.16

Result: The above resolution is passed with requisite majority

V. S. KHANVALKAR FCS 2489 CP 1586 COMPANY SECRETARY

15. Resolution No. 9 (Special Resolution)

To adopt a new set of Articles of Associations of the Company.

- **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	42927443	42927443	100.00	42927443	0	100.00	0
Public-Institutional Holders	94662123	94652550	99.99	92703654	1948896	97.94	2.06
Public-Others	1175929	1175261	99.94	1173265	1996	99.83	0.17
Total	138765495	138755254	99.99	136804362	1950892	98.59	1.41

- **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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional Holders	1867632	1867632	100	1867632	0	100	0
Public-Others	1192329	1191932	99.97	1191932	0	100	0
Total	3059961	3059564	99.99	3059564	0	100	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	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	42927443	42927443	100.00	42927443	0	100.00	0.00
Public-Institutional Holders	96529755	96520182	99.99	94571286	1948896	97.98	2.02
Public-Others	2368258	2367193	99.96	2365197	1996	99.92	0.08
Total	141825456	141814818	99.99	139863926	1950892	98.62	1.38

Result: The above resolution is passed with requisite majority

Note: The figures in percentage have been calculated and rounded off.

V.S. KHANVALKAR FCS 2489 CP 1586 COMPANY SECRETARY

Note: The figures in percentage have been calculated and rounded off.

5. A Compact Disc (CD) containing exhaustive details of the voting patterns of each of the aforementioned resolutions for both the e-Voting process and the poll taken at the Meeting is enclosed.

6. The electronic data along with the poll papers and all other relevant records relating to the e-Voting process and the poll taken at the Meeting were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

V. S. KHANVALKAR * FCS - 2489 CP - 1588 * COMPANY SECRETARY

CS Vinayak Khanvalkar
Partner
KANJ & Associates,
Company Secretaries, Pune.
Scrutinizer

Countersigned by
For KPIT Technologies Limited

S. B. (Ravi) Pandit
Chairman

Place: Pune
Date: 21 August, 2015