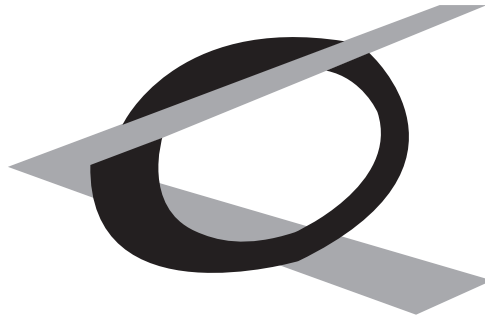


# **EXTRA ORDINARY GENERAL MEETING**

on Tuesday, December 26, 2006  
at 11. 00 A.M

at Training Room, Plot No. 35 & 36, Rajiv Gandhi Infotech Park,  
MIDC Phase I, Hinjawadi, Pune - 411057 INDIA.



## **KPIT Cummins Infosystems Limited**

**KPIT Cummins Infosystems Limited**

Registered & Corporate Office: Plot No. 35 & 36, Rajiv Gandhi Infotech Park,  
MIDC Phase 1, Hinjawadi, Pune - 411057 INDIA.

# KPIT Cummins Infosystems Limited

Registered & Corporate Office: Plot No. 35 & 36, Rajiv Gandhi Infotech Park,  
MIDC Phase 1, Hinjawadi, Pune - 411057 INDIA.

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of KPIT Cummins Infosystems Limited ("Company") will be held on Tuesday, the 26th day of December 2006 at 11.00 A.M at the Training Room, Plot No. 35 & 36, Rajiv Gandhi Infotech Park, MIDC Phase I, Hinjawadi, Pune - 411057 INDIA, to transact the following businesses :-

### Item no. 1

To consider and, if deemed fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**RESOLVED THAT** pursuant to Section 94(1)(d) and all other applicable provisions of the Companies Act, 1956 and subject to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to sub-divide each of the Equity Share of the nominal value of Rs. 5 (Rupees Five only) each fully paid in the capital of the Company into 2.5 (Two and half) Equity Shares of Rs. 2 (Rupees Two only) each fully paid.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to issue new share certificates representing the sub-divided shares with new distinctive numbers in the aforesaid proportion subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, as amended, with an option either to exchange the new share certificates in lieu of cancellation of the old share certificates or without physically exchanging the share certificates, by treating the old share certificates as deemed to be cancelled and also to inform the Registrar and Share Transfer Agents of the Company and the depositories to take the necessary action to give effect to the above.

**RESOLVED FURTHER THAT** fractional entitlements, if any, arising out of the sub-division of equity shares, as resolved above, be vested in a special account held by M/s Intime Spectrum Registry Limited, the Registrar and Share Transfer Agents of the Company, who be and hereby authorized to act as 'Trustee' for this purpose, and these entitlements be dealt by the Trustee in the best interest of the Members.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the sub-division of the face value of Equity Shares resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing of documents with the Securities and Exchange Board of India, listing the additional Equity Shares on the Bombay Stock Exchange Limited, National Stock Exchange of India Limited and the Pune Stock Exchange Limited.

### Item no. 2

To consider and, if deemed fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 16 and clause (a) of Sub Section (1) of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered by deleting the same and substituting in place thereof the following as new Clause V :-

- V. The Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores only ) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2 (Rupees Two only) each with power to increase or reduce the Share Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and vary, modify or abrogate any such right, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company.

### Item no. 3

To consider and, if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause 3 of the Articles of Association of the Company be and is hereby altered by deleting the same and substituting in the place thereof the following as new Clause 3:

3. The Authorised Share Capital of the Company is Rs. 30,00,00,000 ( Rupees Thirty Crores only ) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2 (Rupees Two only) each with power to increase or reduce the Share Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and vary, modify or abrogate any such right, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company.

### Item no. 4

To consider and, if deemed fit, to pass with or without modification(s), the following resolution as Special Resolution:

**RESOLVED THAT** in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors, and subject to the guidelines issued by the Securities and

Exchange Board of India and such approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board of Directors of the Company for capitalization of sum of Rs. 7,44,63,985 (Rupees Seven Crores Fourty Four Lacs Sixty Three Thousand Nine Hundred and Eighty Five Only) out of reserve and surplus of the Company and be distributed amongst the Members registered in the books of the Company at the close of business on a date to be specified by the Board of Directors by way of issuing 1,48,92,797 (One Crore Fourty Eight Lacs Ninety Two Thousand Seven Hundred and Ninety Seven) Equity Shares of Rs. 5 each (Rupees Five only) [if the Resolution for sub-division as proposed in Item no. 1 of this Notice is not passed by the Members] or 3,72,31,992.50 (Three Crore Seventy Two Lacs Thirty One Thousand Nine Hundred and Ninety Two and Half) Equity Share of Rs. 2 each (Rupees Two only) [if the Resolution for sub-division as proposed in Item no. 1 is passed by the Members] to be credited as fully paid bonus shares to the holders of the existing Equity Shares of the Company, in proportion of 1 (One) Equity Share for every 1 (One) existing Equity Share held by the them, on the footing that they become entitled thereto as capital and not as income and that such new shares, as and when issued and fully paid, shall rank pari-passu with the existing issued Equity Shares of the Company.

**RESOLVED FURTHER THAT** M/s Intime Spectrum Registry Limited, the Registrar and Share Transfer Agents of the Company, in their capacity of 'Trustee' as resolved above, shall have the right to be allotted, receive and hold the bonus shares, for and on behalf of the Members, as allotted by the Company in respect of the fractional shares held by them, if any, and thereafter deal with these shares (subsequent to listing of bonus shares) in the best interest of the Members.

**RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees for bonus shares and for the shareholders who hold their existing equity shares in electronic form as bonus shares shall be credited to their respective demat accounts and for the shareholders who hold their existing equity shares in physical form, the share certificate(s) for the bonus shares shall be prepared and dispatched within the period prescribed or that may be prescribed in this behalf, from time to time.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), as may be required.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the bonus issue of Equity Shares resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing of documents with the Securities and Exchange Board of India, listing the additional Equity Shares on the Bombay Stock Exchange Limited, National Stock Exchange of India Limited and the Pune Stock Exchange Limited.

#### **Item no. 5**

**To consider and, if deemed fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

**RESOLVED THAT** in super-session to the earlier resolution passed by the Members of the Company at their meeting held on February 18, 2005 and pursuant to the provisions of section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956, the Members of the Company do and hereby approve, with effect from April 1, 2006 till the balance tenure, an annual increment upto 15% on the gross remuneration inclusive of salary, performance bonus and other allowances, payable to Mr. Girish Wardadkar who was appointed as President and Executive Director of the Company for a period of 5 years with effect from January 19, 2005 (vide an Executive Director's Agreement dated February 14, 2005 "the Agreement"), PROVIDED HOWEVER that the proposed increase or any further increase during the validity of the Agreement, shall at all times, remain within the limits prescribed under Part II of Schedule XIII of the Companies Act, 1956.

**RESOLVED FURTHER THAT** where in any financial year, during the tenure of Mr. Girish Wardadkar, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Girish Wardadkar, the above remuneration by way of salary, performance bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956 ( including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** for the purposes of giving effect revision of remuneration resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose.

#### **Item no. 6**

**To consider and, if deemed fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:**

**RESOLVED THAT**, in super-session to the earlier resolution passed by the Members of the Company at their meeting held on July 30, 2004 and pursuant to the provisions of section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956, the Members of the Company do and hereby approve, with effect from April 1, 2006 till the balance tenure, an annual increment upto 15% on the gross remuneration inclusive of salary, performance bonus and other allowances, payable to Mr. Shrikrishna Patwardhan who was appointed as Technical Director of the Company for a period of 5 years with effect from February 02, 2004 (vide an Technical Director's Agreement dated February 02, 2004 "the Agreement"), PROVIDED HOWEVER that the proposed increase or any further increase during the validity of the Agreement, shall at all times, remain within the limits prescribed under Part II of Schedule XIII of the Companies Act, 1956.

**RESOLVED FURTHER THAT** where in any financial year, during the tenure of Mr. Shrikrishna Patwardhan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Shrikrishna Patwardhan, the above remuneration by way of salary, performance bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956 ( including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** for the purposes of giving effect revision of remuneration resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose.

By order of the Board of Directors  
For KPIT Cummins Infosystems Limited

**Registered & Corporate Office:**

Plot No. 35 & 36  
Rajiv Gandhi Infotech Park,  
MIDC Phase 1, Hinjawadi,  
Pune - 411057 INDIA.

Date : November 27, 2006

**Puneet Bansal**  
Company Secretary

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING OF THE COMPANY IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 IS ANNEXED HERETO.
3. DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND EXPLANATORY STATEMENT ARE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS (MONDAY TO FRIDAY) BETWEEN 11.00 a.m. AND 1.00 p.m. UPTO THE DATE OF THIS MEETING AND WILL ALSO BE AVAILABLE FOR INSPECTION AT THE MEETING.
4. QUERIES, IF ANY, IN REGARD TO THIS NOTICE MAY KINDLY BE ADDRESSED TO MR. PUNEET BANSAL, COMPANY SECRETARY AT puneetb@kpitcummins.com OR +91 20 66525000.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

**Item No. 1**

**Sub-division of Equity Shares**

Currently, the Company has a small capital base and the number of its floating shares in Stock Market is quite minimal as compared to peer companies in the Industry. With a view to increase the number of floating shares and increase the liquidity in Stock Market, the Board has recommended sub-division of the face value of the Equity Shares from Rs. 5 (Rupees Five only) each to Rs. 2 (Rupees Two only) each. This will facilitate the small investors to purchase the shares of the Company.

Consequent to the sub division of face value of Equity shares some fractional entitlement may arise. For this, the Company proposes to appoint M/s Intime Spectrum Registry Limited, the Registrar and Share Transfer Agents of the Company to act as 'Trustee' and to hold the shares on behalf of the Members. If the resolution placed at Item No. 4 (Bonus Shares) of this Notice is passed by the Members, these fractional shares will be converted into full shares and be dealt by the Trustee accordingly to the accepted market norms, in the best interest of the Members.

The proposed resolution placed at Item no. 1 of this Notice, is intended to give effect to the above proposal and is placed before the Members for according approval thereto by passing an ordinary resolution.

The Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of new Equity Shares that may be allotted in respect of the existing Equity Shares held by them or by Companies, Bodies Corporate or Trusts of which the directors of the Company are directors, members or beneficiaries.

**The Members, holding Equity Shares in physical form, are requested to dematerialize their shares at the earliest so that the effect of sub division of their shares could be given in their Demat account, quickly and economically.**

**Item No. 2 and 3**

**Alteration of Memorandum and Articles of Association**

Consequent to the sub-division of Equity Shares of the Company (as per Item no. 1 of this Notice), it is necessary to alter the Capital Clause of the Memorandum and Articles of Association of the Company.

Section 16, Section 31 read with Section 94 (1)(a) of the Companies Act, 1956, provides inter alia, that subject to the provisions of the Companies Act, 1956 and the conditions contained in its Memorandum, the company may, alter its memorandum and articles by passing an ordinary and special resolution, respectively, at a general meeting. Accordingly the Ordinary Resolution at Item No. 2 and the Special Resolution at Item No. 3 are placed before the meeting to approve the corresponding amendments in Clause V of the Memorandum of

Association and Article 3 of the Articles of Association of the Company, respectively.

The Members are requested to accord their approval authorizing the Board to amend the Memorandum and Articles of Association of the Company, by passing the ordinary and special resolution as set out at Item no. 2 and Item no.3 in the Notice.

A copy of the Memorandum and Articles of Association of the Company showing proposed alterations is available for inspection at the Registered Office of the Company between 11.00 a.m. to 1 p.m. on any working day prior to the date of this meeting and at the venue of the Extra Ordinary General Meeting on the date of the meeting during the meeting hours.

None of the Directors of the Company is concerned or interested in the said resolutions.

#### **Item No. 4**

##### **Bonus Issue**

With a view to share the surplus generated out of operations of the Company and to satisfy the expectations of its esteemed Members, the Board at their meeting held on November 8, 2006 had recommended a bonus issue in the ratio of 1:1, i.e., one new Equity Share for each existing Equity Share.

Your Directors have proposed that sum of Rs. 7,44,63,985 ( Rupees Seven Crore Forty Four Lacs Sixty Three Thousand Nine Hundred and Eight Five only) be drawn from the 'Reserves and Surplus' of the Company and capitalized and transferred to Share Capital Account towards issue and allotment of bonus Equity Shares. The bonus Equity Shares will be issued to the shareholders who hold shares as on the Record Date to be fixed by the Board of Directors subsequent to this meeting. The said bonus Equity Shares shall rank pari-passu with the existing Equity Shares.

The fraction shares arising out of sub division of face value (if approved by Members) under Item no. 1 of this notice, shall also be entitled for the bonus shares of the Company and the same will also be held by M/s Intime Spectrum Registry Limited, acting as Trustee, for and on behalf of the Members.

Subsequent to the listing of bonus Equity Shares, the Trustee will deal with the 'fractional entitlements', if any, as per the practice widely followed by the Indian Corporate, which may include selling the shares at the prevailing market rate(s) in open market and thereafter distributing the net sale proceeds amongst such Members who are entitled for it.

The Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of Bonus Equity Shares that may be allotted in respect of the existing Equity Shares held by them or by Companies, Bodies Corporate or Trusts of which the directors of the Company are directors, members or beneficiaries.

**The Members, holding Equity Shares in physical form, are requested to dematerialize their shares at the earliest so that the effect of Bonus on their shares could be given in their Demat account, quickly and economically.**

#### **Item No. 5**

##### **Revision of salary of Mr. Girish Wardakar, President and Executive Director**

Mr. Girish Wardadkar was appointed as President and Executive Director of the Company under an Agreement dated February 14, 2005 for a period of 5 years with effect from January 19, 2005 and his salary was duly approved by the Members at their meeting held on February 18, 2005. He is currently drawing the following salary :

- A] Basic Pay: Rs. 1,96,000/- Per Month
- B] HRA: Rs.1,21,833/- per month
- C] Additional Allowance: upto Rs. 96,166/- Per Month.
- D] Medical Allowance: upto Rs. 2,500/- Per Month.
- E] Professional Development Allowance: upto Rs. 6,000/- Per Month.
- F] Leave Travel Allowance: Rs. 5,000/- Per Month.
- G] Bonus: Rs. 7,000/- Per Month payable annually.
- H] Variable Performance Incentive: Rs. 1,25,000/- Per Month payable half-yearly.

##### **Perquisites:**

- A] Reimbursement of running and maintenance expenses of the owned vehicle.
- B] Insurance cover and reimbursement of onetime soft furnishing expenses.
- C] Company's contribution to Provident Fund: As per the rate in force presently 12%.

In view of his invaluable contribution to the Company, the Board of Directors, upon recommendation of Compensation Committee, have proposed to revise the salary of Mr. Girish Wardadkar, with effect from April 01, 2006, with an annual increment of not more than 15% of the gross remuneration payable to him, inclusive of salary, performance bonus and other allowances, during his balance tenure as President and Executive Director. The aggregate remuneration, considering the proposed increase, shall always be subject to the overall ceilings laid down in Sections 198 and 309 and other applicable provisions of the Companies Act, 1956.

Where in any financial year, during the tenure of Mr. Girish Wardadkar, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Girish Wardadkar, the above remuneration by way of salary, performance bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956 ( including any statutory modifications or re enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government

from time to time as minimum remuneration.

The contents of this explanatory note may be treated as the memorandum of abstract of variation, as stipulated under Section 302 of the Companies Act, 1956.

The Board of Directors recommends the Ordinary Resolution, set out in Item no. 5 of the Notice, for the approval of the Members.

A copy of the 'Executive Director's Agreement' is available for inspection at the Registered Office of the Company between 11.00 a.m. to 1 p.m. on any working day and also at the venue of the Extra Ordinary General meeting on the date of the meeting during the meeting hours.

None of the Directors of the Company is, in any way, concerned or interested in the resolution, except Mr. Girish Wardadkar.

#### **Item No. 6**

#### **Revision of salary of Mr. Shrikrishna Patwardhan, Technical Director**

Mr. Shrikrishna Patwardhan was re-appointed as Technical Director of the Company under an Agreement dated February 02, 2004 for a period of 5 years with effect from February 02, 2004 and his salary was duly approved by the Members at their meeting held on July 30, 2004. He is currently drawing the following salary :

- A] Basic Pay : Rs 96000 / - Per Month
- B] HRA : Rs 48000 / - Per Month.
- C] Conveyance: Rs 800 / - Per Month.
- D] Medical: Rs 1250 / - Per Month.
- E] Educational Allowance: Rs 2000 / - Per Month.
- F] Professional Development: Rs 4200/- Per Month.
- G] Telephone: Rs 1250 / - Per Month.
- H] Additional Allowance: Rs 5,797/- Per Month.
- I] Mediclaim Insurance: upto Rs 400 / - Per Month.
- J] Leave Travel Allowance: Rs 30,000 / - Per Annum.
- K] Bonus: Rs 2,30,400 / - Per Annum.
- L] India Allowance: Rs 2,19,000 / - Per Annum.
- M] Variable Performance Incentive: As may be decided by the Board subject to maximum of Rs. 6,30,000/- per annum.

#### **Perquisites:**

- A] Company's contribution to Provident Fund: As per the rate in force presently 12%.

In view of his invaluable contribution to the Company, the Board of Directors, upon recommendation of Compensation Committee, have proposed to revise the salary of Mr. Shrikrishna Patwardhan, with effect from April 01, 2006, with an annual increment of not more than 15% of the gross remuneration payable to him, inclusive of salary, performance bonus and other allowances, during his balance tenure as Technical Director. The aggregate remuneration, considering the proposed increase, shall always be subject to the overall ceilings laid down in Sections 198 and 309 and other applicable provisions of the Companies Act, 1956.

Where in any financial year, during the tenure of Mr. Shrikrishna Patwardhan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Shrikrishna Patwardhan, the above remuneration by way of salary, performance bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956 ( including any statutory modifications or re enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The contents of this explanatory note may be treated as the memorandum of abstract of variation, as stipulated under Section 302 of the Companies Act, 1956.

The Board of Directors recommends the Ordinary Resolution, set out in Item no. 6 of the Notice, for the approval of the Members.

A copy of the 'Technical Director's Agreement' is available for inspection at the Registered Office of the Company between 11.00 a.m. to 1 p.m. on any working day and at the venue of the Extra Ordinary General meeting on the date of the meeting during the meeting hours.

None of the Directors of the Company is, in any way, concerned or interested in the resolution, except Mr. Shrikrishna Patwardhan.

By order of the Board of Directors  
For KPIT Cummins Infosystems Limited

#### **Registered & Corporate Office:**

Plot No. 35 & 36  
Rajiv Gandhi Infotech Park,  
MIDC Phase 1, Hinjawadi,  
Pune - 411057 INDIA.  
Date : November 27, 2006

Puneet Bansal  
Company Secretary

# KPIT Cummins Infosystems Limited

Registered & Corporate Office: Plot No. 35 & 36, Rajiv Gandhi Infotech Park, MIDC Phase -I, Hinjawadi, Pune - 411 057 INDIA.

## PROXY FORM

I/We ..... of ....., being Member(s) of the above named Company hereby appoint ..... of ..... or failing him/her ..... of ..... as my / our proxy in my /our absence to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, December 26, 2006, at 11:00 A.M. at Training Room, Plot No. 35& 36, Rajiv Gandhi Infotech Park, MIDC - Phase I, Hinjawadi, Pune - 411 057 INDIA.

Signed this ..... day of .....2006

Folio no.	
DP ID No.	
Client ID No.	
No. of shares	

Affix  
Revenue  
Stamp of  
Re.1

**NOTE:**

Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself and the proxy need not be a member. The proxy form duly completed should be deposited at the Registered Office of the Company, not later than 48 hours before the time for holding the meeting.

----- cut -----

# KPIT Cummins Infosystems Limited

Registered & Corporate Office: Plot No. 35&36, Rajiv Gandhi Infotech Park, MIDC Phase I-, Hinjawadi, Pune - 411 057 INDIA.

## ATTENDANCE SLIP

**(Please complete this attendance slip and hand it over at the entrance of the meeting venue)**

I/ We hereby record my / our presence at the Extra Ordinary General Meeting of the Company held on Tuesday, December 26, 2006 at 11.00 A.M. at Training Room, Plot No. 35 & 36, Rajiv Gandhi Infotech Park, MIDC Phase I, Hinjawadi, Pune - 411057 INDIA.

Folio no.		
DP ID No.		
Client ID No.		
Full Name of shareholder (in block letters)		Signature
Full Name of Proxy ( in block letters)		Signature

**NOTES :**

- Interested joint Members may obtain Attendance Slips from the Registered / Corporate office of the Company
- Members / Joint Members / Proxies are requested to bring the Attendance Slip with them. Duplicate Attendance Slips will not be issued at the venue of the meeting.

# BOOK - POST



If undelivered, please return to :

**INTIME SPECTRUM  
REGISTRY LIMITED**

**Unit : KPIT Cummins Infosystems Limited**

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078