



Let's Solve

LARSEN & TOUBRO INFOTECH LIMITED

CIN:- L72900MH1996PLC104693

Registered Office: L&T House, Ballard Estate, Mumbai 400 001.

Tel:- +91 22 6776 6776; **Fax:** +91 22 2858 1130

E-mail:- Investor@Lntinfotech.com; **Website:-** www.Lntinfotech.com

Notice

NOTICE IS HEREBY GIVEN THAT the Twenty Fifth (25th) Annual General Meeting ('AGM') of the members of **Larsen & Toubro Infotech Limited** will be held on **Saturday, July 17, 2021 at 4:00 p.m. (IST) through Video Conference (VC) or Other Audio Visual Means (OAVM)**, to transact the businesses as mentioned below. The venue of the meeting shall be deemed to be the Registered Office of the Company at L&T House, Ballard Estate, Mumbai-400001.

ORDINARY BUSINESS

- 1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the audited standalone financial statements of the Company comprising of the Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Board of Directors and Auditor's thereon, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company comprising of the Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Auditor's thereon, be and is hereby approved and adopted."

- 2. DECLARATION OF FINAL DIVIDEND ON THE EQUITY SHARES**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT a final dividend of ₹ 25/- per equity share of face value of Re.1 each be and is hereby approved for the financial year 2020-2021."

- 3. RE-APPOINTMENT OF MR. S.N. SUBRAHMANYAN (DIN: 02255382), DIRECTOR LIABLE TO RETIRE BY ROTATION**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. S. N. Subrahmanyam (DIN: 02255382), who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 4. RE-APPOINTMENT OF MR. SUDHIR CHATURVEDI (DIN: 07180115), DIRECTOR LIABLE TO RETIRE BY ROTATION**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sudhir Chaturvedi (DIN: 07180115), who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

5. RE-APPOINTMENT OF MR. SANJEEV AGA (DIN: 00022065) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS

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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sanjeev Aga (DIN: 00022065), who was appointed as an Independent Director and whose term expires on November 8, 2021 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Act, signifying her intention to propose Mr. Aga's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from November 9, 2021 including and upto November 8, 2026.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. RE-APPOINTMENT OF MR. SUDHIR CHATURVEDI (DIN: 07180115) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent and approval of the Members, subject to the approval of the Central Government, be and is hereby accorded for re-appointment of Mr. Sudhir Chaturvedi (DIN: 07180115) as a Whole-time Director of the Company for a period of five years effective from November 9, 2021 till November 8, 2026, on the terms and conditions including the payment of remuneration as set out in the Explanatory Statement forming part of the Notice convening this AGM.

RESOLVED FURTHER THAT subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company be and are hereby authorised to alter and vary the terms and conditions of re-appointment including revision in the remuneration of Mr. Sudhir Chaturvedi, from time to time, to the extent the Board of Directors may deem appropriate, during his tenure as Whole-time Director of the Company, provided that such revision in remuneration does not exceed the limits approved by the Members and as prescribed under Section 197 read with Schedule V of the Act or any other statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Sudhir Chaturvedi as Whole-time Director, the remuneration as provided in the Explanatory Statement forming part of this Notice or the revised remuneration as approved by the Board of Directors, from time to time, to be paid to Mr. Chaturvedi be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

For **Larsen & Toubro Infotech Limited**
By Order of the Board of Directors

Pune
May 4, 2021

Manoj Koul
Company Secretary and Compliance Officer
Membership No. ACS 16902

Notes:

- a) **Explanatory Statement:** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Special Businesses under Item Nos. 5 & 6 and Ordinary Businesses under Item Nos. 3 & 4, as set out above is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5 & 6 as Special Businesses, as they are unavoidable in nature. Further, disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') with respect to details of Directors who are proposed to be re-appointed under Item Nos. 3 to 6 are also provided in the Explanatory Statement to this Notice.
- b) **Procedure for attending the AGM through Video Conference (VC) or Other Audio Visual Means (OAVM):** In view of the continuing restrictions on the movement of people alongwith the guidelines to follow social distancing due to second wave of COVID-19 pandemic and pursuant to the General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020, issued by the Ministry of Corporate Affairs (hereinafter these circulars collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ('SEBI Circulars') and in compliance with the provisions of the Act and SEBI Listing Regulations, the Company will conduct its 25th AGM on **Saturday, July 17, 2021 at 4:00 p.m. (IST)** through video conferencing facility ('VC facility') through National Securities Depository Limited ('NSDL') e-voting platform, as provided below:
- VC facility will be available on **Saturday, July 17, 2021 from 3:45 p.m. (IST)** onwards **on first-come-first-served basis and will close after 15 minutes** of the conclusion of AGM.
 - VC Facility will allow atleast first 1000 members to attend and participate at the 25th AGM on first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend this AGM without any restriction on account of first-come-first-served principle.
 - Members may note that since the meeting is being held through VC facility, attendance slip and route map are not annexed to the Notice convening the 25th AGM.
 - Members attending the 25th AGM through VC facility shall be counted for quorum under Section 103 of the Act.
 - The transcript of the meeting will be made available on the Company's website <https://www.lntinfotech.com/investors/>
 - Detailed procedure for joining the 25th AGM is provided under **ANNEXURE-1** to this Notice.
- c) **Appointment of Proxy:** Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the AGM. Members may kindly note that the 25th AGM is being held through VC facility and in accordance with the MCA Circulars and SEBI Circulars, the physical attendance of Members has been dispensed with, hence the facility for appointment of proxies will not be available to the Members for attending the 25th AGM. Accordingly, the proxy form is not annexed to the Notice of 25th AGM.
- d) **Corporate Representation:** Corporate shareholders/Institutional shareholders intending to send their authorised representative(s) to attend and vote at the 25th AGM to be held through VC Facility, are requested to send scanned copy of the relevant Board Resolution/ Authority Letter together with attested specimen signature of the duly authorised representative(s), at krupa@krupajoisar.com with a copy to evoting@nsdl.co.in, from the registered email address.
- e) **Record Date:** Members may note that **Friday, July 2, 2021** has been fixed as the record date for determining entitlement of members for the final dividend for the financial year 2020-21 ('FY21'), as recommended by the Board of Directors and if approved at this AGM.
- f) **Dividend:**
- (i) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members effective from April 1, 2020, hence the Final Dividend, as recommended by the Board of Directors of the Company and if approved at this AGM, shall be paid after deducting tax at source ('TDS') in accordance with the provisions of the Income Tax Act, 1961 at the prescribed rates, within 30 days from the date of declaration;
 - to all the Members in respect of equity shares held in physical form whose names appear as Members in the Company's Register of Members, after giving effect to valid share transmission or transposition request lodged with the Company, on or before close of business hours on **Friday, July 2, 2021**; and

- to all Beneficial Owners in respect of equity shares held in dematerialized form whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), before close of business hours on **Friday, July 2, 2021**.

- (ii) Members holding shares in physical form are therefore requested to kindly update their Permanent Account Number (PAN) with Link Intime India Private Limited, Company's Registrar and Share Transfer Agent ('Company's RTA') at rnt.helpdesk@linkintime.co.in and can refer **ANNEXURE-2** to this Notice, while members holding shares in demat form are requested to update PAN with their Depository Participant(s).
- (iii) For withholding of TDS at applicable tax rates, please refer **ANNEXURE-3** to this Notice on "TDS Instructions on Dividend Distribution".
- (iv) For members whose bank details are not updated before the close of business hours on **Friday, July 2, 2021** or if, the Company is unable to pay the dividend to any member directly in his bank account through electronic clearing services, the Company shall dispatch the dividend drafts/cheques to such members by post.

g) **Updating Members' Record (Bank Details, e-mail ID, change of address, etc.):**

FOR MEMBERS	PROCESS
Holding shares in Physical Form	Kindly fill up 'Form to update Shareholder Information' annexed as ANNEXURE-2 to this Notice and also available on Company's website https://www.lntinfotech.com/investors/ and send to Company's RTA at rnt.helpdesk@linkintime.co.in , on or before Friday, July 2, 2021 .
Holding shares in DEMAT Form	Kindly send your request to your Depository Participant(s) at the earliest, since the details as would be furnished by the Depository Participant(s) as on Friday, July 2, 2021 will be considered by the Company.

- h) **Unclaimed Dividend:** Members who wish to claim dividends, which have remained unclaimed from FY16 to FY21, may send a written request to Corporate Secretarial Department at Investor@Lntinfotech.com or the Company's RTA at rnt.helpdesk@linkintime.co.in or their address at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400 083, Maharashtra, India, for revalidation and encash them before the due dates. Details of unclaimed dividends are available on the Company's website, <https://www.lntinfotech.com/investors/>

- i) **Dematerialization Request:** Pursuant to Regulation 40 of the SEBI Listing Regulations, transfer of securities held in physical mode has been discontinued from April 1, 2019. Members may kindly note that SEBI vide Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 read with Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020, has fixed March 31, 2021 as the cut-off date for re-lodgment of transfer requests and has mandated that such transfers shall only be issued in demat mode. Therefore, Members who are still holding share certificate(s) in physical form are advised to dematerialize their shareholding to facilitate transfers and avail other benefits of dematerialization, which includes easy liquidity, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Members may refer the Investor FAQs available on the Company's website, <https://www.lntinfotech.com/investors/>, for procedure on dematerialization of shares.

- j) **Nomination:** Members who have not yet registered their nomination are requested to register by following the below process:

FOR MEMBERS	PROCESS
Holding shares in Physical Form	Kindly fill the Nomination Form available on the Company's website https://www.lntinfotech.com/investors/ and send it to the Company's RTA at rnt.helpdesk@linkintime.co.in
Holding shares in DEMAT Form	Kindly fill the Nomination Form available on the Company's website https://www.lntinfotech.com/investors/ and send to your Depository Participant(s) .

- k) **Electronic Dissemination of Notice and Integrated Annual Report:** Electronic copy of the Integrated Annual Report for FY21 and Notice of 25th AGM are being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. Members who have not registered their e-mail ID may get the same registered by following the instruction mentioned at (g) above. In accordance with the MCA Circular No. 02/2021 dated January 13, 2021 read with MCA Circular No. 20/2020 dated May 5, 2020 and relaxation granted by SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, hard copy of the Integrated Annual Report for FY21 and Notice of 25th AGM will neither be posted nor made available through courier delivery. Members may also note that the Integrated Annual Report for FY21 and Notice of 25th AGM of the Company are available on the Company's website, <https://www.lntinfotech.com/investors> and also on the websites of BSE Limited and National Stock Exchange of India Limited, and on website of NSDL at <https://www.evoting.nsdl.com>

- l) **Inspection of Documents:** Besides statutory registers maintained under Section 170 and Section 189 of the Act, the electronic copy of all the documents referred in the Notice of the 25th AGM and the Explanatory Statement thereto, shall be made available for inspection to the members upon login at NSDL e-voting platform at <https://www.evoting.nsdl.com>, during the remote e-voting period and during the 25th AGM.

- m) **Member Queries with respect to Integrated Annual Report for FY21 or businesses as stated in the Notice of 25th AGM:**

FOR MEMBERS	PROCESS
Registration as Speaker	<p>(i) Members who wish to ask questions or express their views at the AGM may register themselves as a 'Speaker' during the remote e-voting period i.e. from Wednesday, July 14, 2021 at 9:00 a.m. (IST) to Thursday, July 15, 2021 at 5:00 p.m. (IST), as under:</p> <ul style="list-style-type: none"> • After you have successfully logged in by following the procedure provided in ANNEXURE - 1 to AGM Notice, you will see the homepage of e-voting. • Click on Company's EVEN number and then click on the link, 'Speaker Registration'. • You will be prompted to provide your name, DPID/Client ID/Folio Number, Mobile Number and e-mail ID. • Add the required details and then click on 'Submit'. <p>(ii) Alternatively, Members may also send their request by providing their name, demat account number/folio number from their registered e-mail ID to investor@lntinfotech.com on or before Thursday, July 15, 2021, to register themselves as a 'Speaker'.</p>
Facility for Non-Speakers	<p>(iii) Members who wish to receive information with respect to Company's Integrated Annual Report for FY21 or has questions regarding the financial statements and the matters to be placed at the 25th AGM, can send their request by providing their name, demat account number/folio number from their registered e-mail ID to Investor@lntinfotech.com at least 48 hours in advance before the start of the meeting i.e. by Thursday, July 15, 2021 before 4:00 p.m. (IST).</p> <p>(iv) In case of any query during the meeting, Members may utilize the 'Q&A' option available in the meeting room, and post questions along with their details (DPID/Client ID/ Folio No, registered e-mail ID and mobile number), to enable the Company to respond to their queries either at the meeting, if time permits, or subsequent to the meeting.</p>

Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly. However, the Company will suitably respond to the questions which have remained unanswered during the meeting, over email.

- n) **E-voting:**

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the AGM) to transact the businesses mentioned in the 25th AGM Notice. Necessary arrangements have been made by the Company with NSDL to facilitate 'Remote e-voting' as well as e-voting at the AGM to be held through VC facility. Members shall have an option to vote either through Remote e-voting or voting through electronic means at the AGM. The Company has appointed Ms. Krupa Joisar (Membership No. FCS 11117 and Certificate of Practise No. 15263) as the Scrutinizer for scrutinizing the Remote e-voting process as well as voting at the AGM in a fair and transparent manner.
- Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Member/ Beneficial Owner as on the '**cut-off date**' i.e. **Saturday, July 10, 2021**.
- A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depository Participant(s) as on the '**cut-off date**' only shall be entitled to avail the facility of Remote e-voting or e-voting at the AGM.
- The procedure for e-voting on the day of the AGM is same as the remote e-voting instructions provided under **ANNEXURE-1** to this Notice.
- Any person who becomes a Member of the Company after sending of the Notice and Integrated Annual Report for FY21 and holds equity shares as on the '**cut-off date**' shall also follow the same procedure as is mentioned in **ANNEXURE-1** to this Notice. A person who is not a Member as on the '**cut-off date**' should treat this Notice for information purpose only.
- Members present at the 25th AGM through VC facility and who have not casted their vote on resolutions set out in the 25th AGM Notice through Remote e-voting, and who are not otherwise barred from doing so, shall be allowed to vote through e-voting facility during the 25th AGM. However, the Members who have exercised their right to vote by Remote e-voting may attend the 25th AGM but shall not be entitled to cast their vote again.

- Once the vote on a resolution is casted, Members shall not be allowed to change it subsequently or cast the vote again.
- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the 25th AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- In case of jointholders attending the 25th AGM through VC Facility, only such jointholder who is higher in the order of names will be entitled to vote.

- o) **Declaration of Voting Results:** The Scrutinizer after the conclusion of AGM will submit the report of the total votes casted in favour or against and invalid votes, if any, to the Chairman of the Company or the person authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days of the conclusion of the AGM to the Stock Exchanges as required under Regulation 44(3) of the SEBI Listing Regulations.

The results declared along with the Scrutinizer's report, will be posted on the Company's website, <https://www.lntinfotech.com/investors/> and on the website of NSDL, <https://www.evoting.nsdl.com/> and will also be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result and simultaneously will be forwarded to National Stock Exchange of India Limited and BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out the material facts relating to Ordinary Businesses under Item Nos. 3 & 4 and Special Businesses under Item Nos. 5 & 6 of the accompanying Notice

Item No. 3

Although the explanatory statement for Item No. 3 is not mandatory, this statement is provided for reference purpose only to the Members.

In terms of provisions of Section 152(6) of the Companies Act, 2013, Mr. S.N. Subrahmanyam has been determined as the Director liable to retire by rotation at this 25th Annual General Meeting of the Company to be held on July 17, 2021. Brief profile of Mr. Subrahmanyam and details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings, is given as under:



S. N. Subrahmanyam

Non-Executive –
Vice Chairman

Qualification & Expertise: Mr. S.N. Subrahmanyam (61 years) is a post-graduate in business management with a degree in civil engineering. He has vast experience in Design and Build (D&B) contracts, PPP Projects, Engineering and Construction Industry. He possesses expertise in strategy & planning; governance, Legal, Risk & Compliance; Finance & Accounts; Global Experience/International Exposure; Information technology; Stakeholder Engagement & Industry Advocacy; Contributor & Collaborator and Client Management, as per skill matrix identified and approved by the Board. He was appointed on the Board of Directors of the Company on January 10, 2015.

Awards & Recognitions: In 2020, SNS was ranked as the Top CEO (Sell Side) & 3rd Best CEO (Overall) in the All-Asia Executive Team Survey conducted by Institutional Investor and recognised as the CEO of the Year by the leading Indian news channel, CNBC-Awaaz.

For more details kindly refer -

<https://www.lntinfotech.com/leader/s-n-subrahmanyam/>

DIRECTORSHIPS HELD IN OTHER PUBLIC COMPANIES (EXCLUDING FOREIGN AND PRIVATE COMPANIES)		MEMBERSHIPS/ CHAIRMANSHIPS IN AUDIT COMMITTEE & STAKEHOLDERS' RELATIONSHIP COMMITTEE IN OTHER PUBLIC COMPANIES	
1.	Larsen & Toubro Limited		
2.	L&T Technology Services Limited		
3.	L&T Metro Rail (Hyderabad) Limited		
4.	L&T Realty Developers Limited		NIL
5.	Mindtree Limited		
6.	Mindtree Foundation		

NO. OF BOARD MEETINGS ATTENDED DURING FY21	DETAILS OF REMUNERATION	SHAREHOLDING AS ON MARCH 31, 2021	RELATIONSHIPS BETWEEN DIRECTORS INTER-SE
5 of 5	NIL	160,000 Equity shares	NIL

Based on the performance evaluation, the Board recommends the Ordinary resolution set out at Item No. 3 of this Notice for approval of the Members of the Company.

Except Mr. S. N. Subrahmanyam who is an appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4 & 6

In terms of provisions of Section 152(6) of the Companies Act, 2013, Mr. Sudhir Chaturvedi has been determined as the Director liable to retire by rotation at this 25th Annual General Meeting of the Company to be held on July 17, 2021. Further, Mr. Sudhir Chaturvedi was appointed as a Whole-time Director at the 21st Annual General Meeting held on August 24, 2017, for a period of five years, with effect from November 9, 2016 upto and including November 8, 2021.

Based on the skill, experience, knowledge and leadership qualities demonstrated by Mr. Sudhir Chaturvedi and upon recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on May 4, 2021, subject to approval of the Members of the Company and Central Government, approved re-appointment of Mr. Sudhir Chaturvedi as a Whole-time Director of the Company for a further period of five years with effect from November 9, 2021 upto and including November 8, 2026 on the following terms and conditions:

A) Remuneration

Particulars	Remuneration w.e.f. November 9, 2021 Amount (per annum)
Base Salary	GBP 5,00,214
Variable Compensation	
(i) Discretionary Incentive	Upto GBP 163,013
(ii) Discretionary Bonus	Upto GBP 54,338
Total	Upto GBP 717,565

The above remuneration has been revised w.e.f. July 1, 2021, which is within the limits approved by the shareholders in the 22nd AGM held on August 22, 2018 and no revision is proposed at the date of re-appointment except the annual increment as mentioned in the notes below.

NOTES:

- The remuneration including base salary and variable compensation mentioned above payable to Mr. Sudhir Chaturvedi, is subject to an annual increment upto 4% (Four percent), as may be decided by the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, from time to time. However, the total remuneration shall not exceed the limits approved by the Members and prescribed under Section 197 read with Schedule V of the Companies Act, 2013.
- Variable Compensation will be based on the achievement of the milestones/goals, laid out in the variable compensation plan as may be set out annually.
- The Board of Directors may in its sole discretion grant additional stock options in favour of Mr. Sudhir Chaturvedi provided the total remuneration including base salary, variable compensation and value of additional stock options for that financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, without further approval of the shareholders.
- Since Mr. Sudhir Chaturvedi is based in United Kingdom (UK), hence the remuneration is denominated in Great Britain Pounds (GBP).

B) Additional benefits not included in Total Remuneration:

- Will be eligible for conveyance, telephone, mobile or other expenses incurred in furtherance of or in connection with the performance of duties, in accordance with the Company's policy.
- Will be eligible for medical benefits and health insurance in accordance with the Company's medical scheme.
- Will be eligible to participate in all employee benefit programs as are generally applicable as per benefit plans, programs, policies and/or practices of the Company applicable in UK.
- Will be eligible for Leave encashment as per Company's leave policy, applicable in UK.
- Will be entitled to all other benefits, perquisites, allowances, as may be applicable to his grade as per the Company's policy.

The draft agreement, to be entered into between the Company and Mr. Sudhir Chaturvedi post Members' approval, with respect to his re-appointment as Whole-time Director of the Company and containing terms and conditions of his re-appointment, will be available for inspection during the period as mentioned in point (l) given in notes forming part of this 25th AGM Notice.

Brief profile of Mr. Sudhir Chaturvedi and details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings, is given as under:



Sudhir Chaturvedi

Whole-time Director &
President Sales

Qualification & Expertise: Mr. Sudhir Chaturvedi (51 years) has double MBAs in Marketing & Finance and has over 27 years of industry experience across Sales, Business Development, Consulting and Delivery Operations. He possesses expertise in Strategy & Planning; Governance, Legal, Risk & Compliance; Finance & Accounts; Global Experience/International Exposure; Information Technology; Stakeholder Engagement & Industry Advocacy; Contributor & Collaborator, as per skill matrix identified and approved by the Board. He was appointed on the Board of Directors of the Company on November 9, 2016.

Awards & Recognitions: Awarded as the top 100 most influential BAME leaders in UK Tech sector by Inclusive Tech Alliance & as one of the top 10 Highly Commended Disrupters.

For more details kindly refer -

<https://www.lntinfotech.com/leader/sudhir-chaturvedi/>

DIRECTORSHIPS HELD IN OTHER PUBLIC COMPANIES (EXCLUDING FOREIGN AND PRIVATE COMPANIES)		MEMBERSHIPS/ CHAIRMANSHIPS IN AUDIT COMMITTEE & STAKEHOLDERS' RELATIONSHIP COMMITTEE IN OTHER PUBLIC COMPANIES	
NIL		NIL	
NO. OF BOARD MEETINGS ATTENDED DURING FY21	DETAILS OF REMUNERATION	SHAREHOLDING AS ON MARCH 31, 2021	RELATIONSHIPS BETWEEN DIRECTORS INTER-SE
5 of 5	Details of remuneration is provided in the Explanatory Statement as stated above.	119,430 Equity shares	NIL

Mr. Chaturvedi, being Non-Resident Indian does not fulfill the condition of being a 'Resident in India' as prescribed under part I of Schedule V of the Act. Accordingly, approval of Central Government will also be required for re-appointment of Mr. Sudhir Chaturvedi as a Whole-time Director of the Company, upon receiving approval of the Members of the Company.

Mr. Chaturvedi has provided declaration that he is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Act.

The Board considers that re-appointment of Mr. Sudhir Chaturvedi as a Whole-time Director of the Company would be of immense benefit to the Company and hence, it recommends the ordinary resolutions set out at Item Nos. 4 & 6 of this Notice for approval of the Members of the Company.

Except for Mr. Sudhir Chaturvedi who is an appointee under these resolutions, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos.4 & 6 of this Notice.

Item No. 5

The Members at its 21st Annual General Meeting held on August 24, 2017, approved appointment of Mr. Sanjeev Aga as an Independent Director of the Company for a term of five years with effect from November 9, 2016 upto November 8, 2021.

On the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at its meeting held on May 4, 2021, approved re-appointment of Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director of the Company for a further period of five years with effect from November 9, 2021 upto November 8, 2026, subject to approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received a notice in writing from a Member signifying her intention to propose the candidature of Mr. Sanjeev Aga as an Independent Director for a second term of five years. Brief profile of Mr. Sanjeev Aga

and details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings, is given as under:



Sanjeev Aga

Independent Director

Qualification & Expertise: Mr. Sanjeev Aga (69 years) is a post-graduate from the Indian Institute of Management, Kolkata and graduate with Honours in Physics with four decades of diverse and vast experience across consumer and services, entertainment and light engineering, to telecommunications. Mr. Aga possesses expertise in Strategy & Planning; Governance, Legal, Risk & Compliance; Finance & Accounts; Global Experience/International Exposure; Information Technology; Stakeholder Engagement & Industry Advocacy; Contributor & Collaborator, as per skill matrix identified and approved by the Board. Mr. Aga engages in advisory and Board roles for corporates and not-for-profit organizations. He was appointed on the Board of Directors of the Company on November 9, 2016.

Awards & Recognitions: In 2009, Indira Innovation named him 'CEO of the year' and in 2010 Tele.Net felicitated him for Outstanding Contribution to the Telecom Sector. In 2010, Forbes Magazine shortlisted Mr. Aga for the Person of the Year. The Scindia School conferred upon Mr. Aga the Madhav Award 2014 for the Old Boy Of Eminence.

For more details kindly refer -
<https://www.lntinfotech.com/leader/sanjeev-aga/>

DIRECTORSHIPS HELD IN OTHER PUBLIC COMPANIES (EXCLUDING FOREIGN AND PRIVATE COMPANIES)		MEMBERSHIPS/ CHAIRMANSHIPS IN AUDIT COMMITTEE & STAKEHOLDERS' RELATIONSHIP COMMITTEE IN OTHER PUBLIC COMPANIES	
1.	Larsen & Toubro Limited	Audit Committee:	
2.	UFO Moviez India Limited	UFO Moviez India Limited – Chairman	
3.	Pidilite Industries Limited	Larsen & Toubro Limited – Member	
4.	Mahindra Holidays & Resorts India Limited	Mahindra Holidays & Resorts India Limited – Member	
		Pidilite Industries Limited – Member	
		Stakeholders ' Relationship Committee:	
		Pidilite Industries Limited – Chairman	
NO. OF BOARD MEETINGS ATTENDED DURING FY21	DETAILS OF REMUNERATION (Commission excl. sitting Fees)	SHAREHOLDING AS ON MARCH 31, 2021	RELATIONSHIPS BETWEEN DIRECTORS INTER-SE
5 of 5	FY21 : ₹ 1.33 Million	NIL	NIL

Mr. Sanjeev Aga has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Accordingly, in the opinion of the Board of Directors of the Company, Mr. Sanjeev Aga fulfills the conditions of re-appointment as an Independent Director as prescribed under the Act and SEBI Listing Regulations. Further, as per the performance evaluation carried out by the Nomination and Remuneration Committee, Mr. Sanjeev Aga possesses the skills, experience and expertise required in the context of the business of the Company.

A copy of the draft letter of re-appointment of Mr. Sanjeev Aga as an Independent Director setting out the terms and conditions of re-appointment will be available for inspection during the period as mentioned in point (l) given in notes forming part of this 25th AGM Notice.

The Board considers that Mr. Aga's re-appointment is independent of the management of the Company and his association with the Company will benefit the Company and accordingly, the Board recommends the Special resolution set out at Item No. 5 of this Notice for approval of the Members of the Company.

Except Mr. Sanjeev Aga who is an appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

For **Larsen & Toubro Infotech Limited**

By Order of the Board of Directors

Manoj Koul

Company Secretary and Compliance Officer
 Membership No. ACS 16902

Pune
 May 4, 2021

**ANNEXURE 1-TO AGM NOTICE
INSTRUCTIONS FOR REMOTE E-VOTING AND ACCESS TO 25TH AGM**

Members are requested to follow the instructions given below to cast their votes through e-voting:

- A.** The Remote e-voting period begins on **Wednesday, July 14, 2021 at 9:00 a.m. (IST) and ends on Friday, July 16, 2021 at 5:00 p.m. (IST)**. During this period, shareholders holding shares either in physical form or in dematerialized form, as on the 'Cut-off date' i.e. **Saturday, July 10, 2021** may cast their vote electronically by logging to NSDL website at <https://www.evoting.nsdl.com/>

The e-voting module shall be disabled by NSDL for voting thereafter.

- B.** Detailed steps on the process and manner for Remote e-voting/e-voting at the AGM and to access the VC facility at the AGM, is given below:

STEP 1

A. PROCEDURE TO LOGIN FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Type of share-holders	Login Method
Individual Share-holders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered under NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the Remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is 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 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 options available against company name or e-Voting service provider - 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.
Individual Share-holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to 'Easi/Easiest' are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.
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. Once login, you will be able to see e-Voting option. Once you 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 options available against 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.