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**LARSEN & TOUBRO INFOTECH LIMITED**

**CIN:-** L72900MH1996PLC104693

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

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**E-mail:-** [Investor@Lntinfotech.com](mailto:Investor@Lntinfotech.com); **Website:-** [www.Lntinfotech.com](http://www.Lntinfotech.com)

## Notice

**NOTICE IS HEREBY GIVEN THAT** the Twenty Fifth (25<sup>th</sup>) 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

**Manoj Koul**

Company Secretary and Compliance Officer  
Membership No. ACS 16902

Pune  
May 4, 2021

**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 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> AGM.
  - Members attending the 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> AGM. Accordingly, the proxy form is not annexed to the Notice of 25<sup>th</sup> AGM.
- d) **Corporate Representation:** Corporate shareholders/Institutional shareholders intending to send their authorised representative(s) to attend and vote at the 25<sup>th</sup> 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](mailto:krupa@krupajoisar.com) with a copy to [evoting@nsdl.co.in](mailto: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](mailto: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 <b>ANNEXURE-2</b> to this Notice and also available on Company's website <a href="https://www.lntinfotech.com/investors/">https://www.lntinfotech.com/investors/</a> and send to <b>Company's RTA</b> at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> , on or before <b>Friday, July 2, 2021</b> .
Holding shares in DEMAT Form	Kindly send your request to <b>your Depository Participant(s)</b> at the earliest, since the details as would be furnished by the Depository Participant(s) as on <b>Friday, July 2, 2021</b> 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](mailto:Investor@Lntinfotech.com) or the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto: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 <a href="https://www.lntinfotech.com/investors/">https://www.lntinfotech.com/investors/</a> and send it to the <b>Company's RTA</b> at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
Holding shares in DEMAT Form	Kindly fill the Nomination Form available on the Company's website <a href="https://www.lntinfotech.com/investors/">https://www.lntinfotech.com/investors/</a> and send to <b>your Depository Participant(s)</b> .

- k) **Electronic Dissemination of Notice and Integrated Annual Report:** Electronic copy of the Integrated Annual Report for FY21 and Notice of 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> AGM.

m) **Member Queries with respect to Integrated Annual Report for FY21 or businesses as stated in the Notice of 25<sup>th</sup> 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 <b>Wednesday, July 14, 2021 at 9:00 a.m. (IST) to Thursday, July 15, 2021 at 5:00 p.m. (IST)</b>, as under:</p> <ul style="list-style-type: none"> <li>• After you have successfully logged in by following the procedure provided in <b>ANNEXURE - 1</b> to AGM Notice, you will see the homepage of e-voting.</li> <li>• Click on Company's EVEN number and then click on the link, 'Speaker Registration'.</li> <li>• You will be prompted to provide your name, DPID/Client ID/Folio Number, Mobile Number and e-mail ID.</li> <li>• Add the required details and then click on 'Submit'.</li> </ul> <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 <a href="mailto:investor@lntinfotech.com">investor@lntinfotech.com</a> <b>on or before Thursday, July 15, 2021</b>, 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 25<sup>th</sup> AGM, can send their request by providing their name, demat account number/folio number from their registered e-mail ID to <a href="mailto:Investor@Lntinfotech.com">Investor@Lntinfotech.com</a> at least 48 hours in advance before the start of the meeting i.e. by <b>Thursday, July 15, 2021 before 4:00 p.m. (IST)</b>.</p> <p>(iv) In case of any query during the meeting, Members may utilize the '<b>Q&amp;A</b>' 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 25<sup>th</sup> 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 25<sup>th</sup> AGM through VC facility and who have not casted their vote on resolutions set out in the 25<sup>th</sup> 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 25<sup>th</sup> AGM. However, the Members who have exercised their right to vote by Remote e-voting may attend the 25<sup>th</sup> 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 25<sup>th</sup> AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
  - In case of jointholders attending the 25<sup>th</sup> 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 25<sup>th</sup> 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) & 3<sup>rd</sup> 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 25<sup>th</sup> 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 21<sup>st</sup> 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
<b>Total</b>	<b>Upto GBP 717,565</b>

*The above remuneration has been revised w.e.f. July 1, 2021, which is within the limits approved by the shareholders in the 22<sup>nd</sup> 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 25<sup>th</sup> 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 21<sup>st</sup> 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, Indra 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	<b>Audit Committee:</b>
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
	<b>Stakeholders' Relationship Committee:</b>
	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 25<sup>th</sup> 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"> <li>If you are already registered under <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under <b>"IDeAS"</b> 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
Individual Share-holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 <b>e-Voting service provider i.e. NSDL</b> 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.

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

#### HELPDESK FOR TECHNICAL ISSUES RELATED TO LOGIN THROUGH NSDL/CDSL FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

#### B. PROCEDURE TO LOGIN FOR

- **SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE (OTHER THAN INDIVIDUAL SHAREHOLDERS)**
- **SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 116160 then user ID is 116160001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **STEP 2**

### **HOW TO CAST VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM**

1. After successful login at Step 1, you will see the homepage of e-Voting. Click on e-Voting and then on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN 116160**" of Larsen & Toubro Infotech Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **HOW TO ACCESS THE 25TH AGM THROUGH VC FACILITY**

1. After successful login at Step 1, you will see the homepage of e-Voting. Click on Company's EVEN number and then on "**VC/OAVM**" link placed under "**Join General Meeting**".
2. You will then see the homepage of webex meeting. Enter your first name, last name and email address (of your choice) and click on 'Join Event'. If you are not able to join the meeting and are getting an error that password is incorrect, please clear your browsing cache or cookies and try again.
3. You will be prompted to join through browser or join through the 'Cisco Webex Meetings application' ('Webex application').
4. For better experiencing the proceedings of the 25<sup>th</sup> AGM of the Company, Members are requested to download the Webex application.
5. For downloading the Webex application on desktops/laptops click on <https://www.webex.com/downloads.html/> while the application can be downloaded on smartphones by visiting the 'Google play store' for android users and 'App Store' for iOS users.
6. If you have not installed the Webex application, a new tab will open wherein you will need to select either 'add Webex to Chrome' or 'Run a temporary application'. Click on 'Run a temporary application' an exe file will be downloaded. Click on this file which will run the application and join the meeting by clicking on 'Join event'.

7. Members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

#### **PROCEDURE FOR PROCURING USER ID AND PASSWORD FOR SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E-MAIL ID**

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

#### **MEMBERS HAVING ANY QUERIES WITH RESPECT TO NSDL LOGIN OR JOINING THROUGH WEBEX BEFORE OR DURING THE MEETING, MAY KINDLY CONTACT BELOW MENTIONED HELPLINE NUMBERS**

- Queries related to NSDL login/e-Voting/joining VC facility: Dial on toll free no.: 1800-222-990 or send an email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager and Mr. Anubhav Saxena, Assistant Manager at 022-49142500.
- Queries related to technical issues w.r.t. Webex: Kindly call on +91 9821478581 or +91 8433722733 or send an email to [Webexadmin@Lntinfotech.com](mailto:Webexadmin@Lntinfotech.com)

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at 022-49142500.

## ANNEXURE-2 TO AGM NOTICE

To,  
**Link Intime India Private Limited**  
 C-101, 247 Park,  
 L B S Marg, Vikhroli West,  
 Mumbai 400 083

## Form for Updation of Shareholder Information

I/We request you to record the following information against my/ our Folio No.:

<b>Name of the Company</b>	<b>Larsen &amp; Toubro Infotech Limited</b>
Folio No.:	
Name of the First Named Shareholder:	
Moblie No./ Phone No.:	
E-mail ID:	
PAN No*:	

*\*Self-attested scanned copy of PAN is enclosed*

I/We request you to record the following information against my/ our Folio No.:

**Bank Details:**

<b>IFSC Code (11 digit):</b>
<b>MICR (9 digit):</b>
<b>Bank A/c Type:</b>
<b>Bank A/c No.: *</b>
<b>Name of the Bank:</b>
<b>Bank Branch Address:</b>

*\*A blank cancelled cheque is enclosed to enable verification of bank details.*

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/ Registrar and Share Transfer Agent (RTA) responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place.

I/We desire to receive all communications in electronic form.

I/We understand that the above details shall be maintained till I/we hold the securities under the above mentioned/beneficiary account.

Place:

Date: **Signature of Sole / First holder**

**Instructions:**

Members are requested to update their **Bank details, E-mail ID and Contact Number** as mentioned below:

Particulars	Benefits/ Advantages
Updation of Bank Details, E-mail ID and Contact Number with respective Depository Participant (DP) for Equity Shares held in Dematerialised mode and in case of Equity Shares held in Physical mode, with the Registrar and Share Transfer Agent in this Annexure.	<ol style="list-style-type: none"> <li>Updation of E-mail ID and Contact Number will facilitate the Company to send all communications and documents promptly, efficiently and seamlessly from time to time.</li> <li>Elimination of possibility of loss of Dividend Cheques in transit and minimization of risk of misappropriation.</li> </ol>

Please note that in respect of Shares held in Dematerialised form, you are requested not only to update the Bank account details with the Depository Participant (DP) but also the E-mail ID and Contact Number so that information relating to your investments can be disseminated to you seamlessly.

### ANNEXURE-3 TO AGM NOTICE

#### TDS Instructions on Dividend Distribution

Title	Description												
Applicability	In Compliance with the Finance Act, 2020, for any dividend distribution to shareholders on or after April 1, 2020 tax will be deducted at source ('TDS') by the Company. No TDS will be deducted for the exempted category of shareholders, provided they furnish the requisite documents with the Company's Registrar and Share Transfer Agent (RTA) on or before 'Cut-off date'												
Cut-off Date	12 Mid-Night July 2, 2021 <sup>1</sup>												
Exempted Category	<ul style="list-style-type: none"> <li>a) LIC/GIC/The New India Assurance Company Ltd / United India Insurance Company Ltd / The Oriental Insurance Company Limited / National Insurance Company Ltd and Other Insurance Companies in respect of any shares owned by it or in which it has full beneficial interest;</li> <li>b) A "business trust" as defined in section 2(13A), by a special purpose vehicle referred to in Explanation to section 10(23FC);</li> <li>c) Government; Reserve Bank of India; a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income; mutual funds;</li> <li>d) Any person for, or on behalf of, the New Pension System Trust referred to in section 10(44); Alternative Investment Fund (Category I&amp;II) or any other exempted entity;</li> <li>e) Resident shareholders, furnishing valid Form 15G &amp; Form 15H;</li> <li>f) In case of non-resident shareholders, no TDS shall be deducted subject to furnishing of valid self-attested documentary evidence like copy of registration, order or notification issued by the Indian Income Tax Authority;</li> <li>g) Any other person as may be notified by the Central Government in the Official Gazette in this behalf.</li> </ul>												
Lower TDS / Withholding tax rates	<ul style="list-style-type: none"> <li>a) In case of Resident shareholders: TDS shall be deducted at the rate prescribed in the Lower Tax Withholding Certificate issued by competent tax authority, if same is submitted with RTA before the cut-off date.</li> <li>b) In case of non-resident shareholders (including FII/FPI): TDS as per Income Tax Act or Tax Treaty rate, whichever is beneficial shall be applied, provided the non-resident shareholder submits the following specified documents: <ul style="list-style-type: none"> <li>i) Self-attested copy of PAN;</li> <li>ii) Self- attested copy of TRC for FY 2021-22, issued by the tax authority of the country of which shareholder is resident;</li> <li>iii) Self-declaration in Form 10F; and</li> <li>iv) Self-declaration on 'No-Permanent Establishment in India', in the format enclosed with this Annexure.</li> </ul> </li> </ul>												
TDS Rates for FY 2021-22	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33%;"></th> <th colspan="2" style="text-align: center; border-bottom: 1px dotted black;"><b>Resident Shareholders<sup>2</sup></b></th> <th style="text-align: center; border-bottom: 1px dotted black;"><b>Non-Resident Shareholders</b></th> </tr> <tr> <td></td> <th style="text-align: center; border-bottom: 1px dotted black;">With PAN</th> <th style="text-align: center; border-bottom: 1px dotted black;">Without PAN/Invalid PAN</th> <th style="text-align: center; border-bottom: 1px dotted black;"></th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">10%</td> <td style="text-align: center;">20%</td> <td style="text-align: center;">20% (Plus applicable Surcharge &amp; Cess)<sup>3</sup></td> </tr> </tbody> </table>		<b>Resident Shareholders<sup>2</sup></b>		<b>Non-Resident Shareholders</b>		With PAN	Without PAN/Invalid PAN			10%	20%	20% (Plus applicable Surcharge & Cess) <sup>3</sup>
	<b>Resident Shareholders<sup>2</sup></b>		<b>Non-Resident Shareholders</b>										
	With PAN	Without PAN/Invalid PAN											
	10%	20%	20% (Plus applicable Surcharge & Cess) <sup>3</sup>										

Title	Description
Higher rate of TDS incase of Non-filing of income tax return*	<p>TDS needs to be deducted at higher rates in case of <b>specified persons</b> w.e.f July 1, 2021:</p> <p>a) Higher of below rate shall be applicable:</p> <p>i) Twice the rate specified in the relevant provision of the Act; or</p> <p>ii) at twice the rate or rates in force; or</p> <p>iii) at the rate of 5%.</p> <p>b) <b>Specified person</b> means-</p> <p>i) a person who has not filed the returns of income for two years immediately prior to the year in which tax is required to be deducted, for which the time limit of filing return of income has expired; and</p> <p>ii) the aggregate of TDS and TCS (Tax collected at source) in his case is <b>INR 50,000 or more</b> in each of these two years.</p> <p>c) This does <b>not apply</b> on payments to <b>Non-residents</b> who <b>do not have a permanent establishment in India</b>.</p> <p>d) Where the specified person does not hold a valid PAN as well as not filed the return; the tax shall be deducted at the higher rate between both the provisions.</p>

\*Government is yet to prescribe mechanism to determine applicability of the above provisions and once notified, same will be applied.

Higher rate of TDS in case of Non-Linking of Aadhar & PAN	<p>a) An Individual shareholder who is eligible to obtain Aadhaar number is required to link PAN with AADHAR on or before June 30,2021.</p> <p>b) PAN shall become inoperative if the Individual shareholder has not linked PAN-AADHAR on or before the above date &amp; all the consequences under the Income Tax Act, 1961 for not furnishing PAN shall apply.</p>
Reporting of Dividends paid under Statement of Financial Transactions (SFT)	<p>a) W.e.f April 1, 2021, Dividend paid by a company is a reportable transaction under Statement of Financial Transactions (SFT).</p> <p>b) Accordingly, the Shareholder details such as Name, Permanent Account Number (PAN), Registered Email address, dividend amount would be reported under SFT.</p>

<sup>1</sup> Please note that no communication with respect to document submission shall be accepted after the cut-off date.

<sup>2</sup> No TDS shall be deducted, if aggregate dividend distributed or paid or likely to be distributed or paid during the financial year to resident individual shareholder does not exceed INR 5,000.

<sup>3</sup> In case of non-resident shareholders, for whom tax is withheld as per Income Tax Act, the applicable surcharge & cess for FY22 shall be as tabulated under:

Dividend Income	Individual, AOP, BOI, HUF, Trust, AJP	Registered Co-op. Society or Firm/FII registered as LLP	Foreign Company/ FII registered as Foreign Company	FII / FPI characterized as AOP
Upto ₹ 50 Lakhs	NIL	NIL	NIL	NIL
Exceeding INR 50 lakhs but upto INR 1 crore	10%	NIL	NIL	10%
Exceeding INR 1 crore but upto INR 10 crores	15%	12%	2%	15%
Exceeding ₹ 10 Crores			5%	

In addition to the surcharge rates as mentioned above, 'Health & Education Cess' of 4% shall be applicable for the FY22 for non-resident shareholders.



**General Notes:**

- I. Tax rates that are applicable to shareholders depend upon their residential status and classification. All shareholders are thereby requested to update the residential status and category in their respective Demat accounts if the shareholding is in demat form or with Company's RTA, if the shareholding is held in physical form, as may be applicable before the **Cut-off date**.
- II. Application of any exemption from TDS/ lower / beneficial rate of tax is subject to submission of the requisite & valid documents with RTA before the cut-off date and also verification of the submitted documents by the Company. If the documents submitted by the shareholder are found incomplete or ambiguous, exemption/lower/beneficial rate of tax shall not be applied. Shareholders have option to claim refund of excess tax deducted from their respective Tax Authorities, in case the Company had deducted tax at source at higher rate due to non-submission / incomplete submission of documents with the RTA. No claim shall lie against the Company for such taxes deducted.
- III. In case the requisite documents are submitted by the shareholders through his/her registered email, the company has full right to demand for the original documents and the shareholders undertakes to abide by such request. Documents received by Registered Post or from registered e-mail ID will only be accepted.
- IV. TDS certificates will be emailed to the shareholder's registered e-mail ID in due course. Shareholders can also view the credit of TDS in their respective Form 26AS.
- V. In case dividend income is assessible in the hands of a person other than the registered shareholder as on the cut-off date, the registered shareholder shall furnish a declaration, to the satisfaction of RTA / Company, containing the name, address and PAN of the person to whom the tax credit is to be given along with reasons for giving credit to such person.
- VI. In case of joint shareholders, the shareholder named first in the Register of Members shall furnish the requisite documents for claiming any beneficial tax rate applicability.
- VII. The referred documents can be submitted with Company's RTA before the cut-off date at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or at the following address or through email from your registered e-mail ID:  
M/s. Link Intime India Private Limited  
Kind Attention: Mr. Jayprakash VP  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli West,  
Mumbai-400 083,  
Maharashtra, India  
E-mail ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- VIII. Shareholders can contact Company for any query related to dividend on [Investor@Lntinfotech.com](mailto:Investor@Lntinfotech.com)

**FORMAT OF DECLARATION FOR NO-PERMANENT ESTABLISHMENT IN INDIA**

Date:

To,  
Larsen & Toubro Infotech Limited  
Technology Tower 1, Gate No.5,  
Saki Vihar Road, Powai, Mumbai-400072, India  
E-mail:- [Investor@Lntinfotech.com](mailto:Investor@Lntinfotech.com)

**Subject: Self-declaration for Indian Financial Year (FY) 2021-22 with respect to availment of tax treaty benefits in relation to receipt of dividend income from Larsen & Toubro Infotech Limited.**

With reference to the captioned subject and in relation to the appropriate deduction of taxes on the dividend payable to me / us by Larsen & Toubro Infotech Limited ("the Company"), I / We hereby declare as under:

- I / We, \_\_\_\_\_ (full name of the shareholder), having Permanent Account Number (PAN) under the Indian Income Tax Act, 1961 ('the Act') \_\_\_\_\_ (mention PAN), and holding \_\_\_\_\_ (mention number of shares held) number of shares of the Company as on the record date. I / We am / are a tax resident of \_\_\_\_\_ (country name). A copy of the valid tax residency certificate for the period April 1, 2021 to March 31, 2022, is attached herewith.
- I / We am / are tax resident of the \_\_\_\_\_ (country name) as defined under Article \_\_\_ of the tax treaty between India and \_\_\_\_\_ ('the applicable tax treaty'). I / We am / are eligible to be governed by the provisions of the applicable tax treaty as modified by the "Multilateral Instrument (MLI)" and meet all the necessary conditions to avail the benefits under the applicable tax treaty.
- I / We do not have any Permanent Establishment ('PE') or fixed base in India as construed under relevant Articles of the applicable tax treaty nor do we have any PE or business connection in India as construed under the relevant provisions of the Act.
- As required to claim the benefits of the lower tax rate under the applicable tax treaty in relation to the dividend income to be received by me / us from the Company, I / We specifically confirm that I / We am / are the beneficial owner of the above referred equity shares of the Company and the dividend income receivable from the Company in relation to the said shares.

I / We further declare that I / We have the right to use and enjoy the dividend received/ receivable from the above shares and such right is not constrained by any contractual and/ or legal obligation to pass on such dividend to another person.

- I / We specifically confirm that my affairs / affairs of \_\_\_\_\_ (full name of the shareholder) were arranged such that the main purpose or the principal purpose thereof was not to obtain tax benefits available under the applicable tax treaty.
- Further, our claim for relief under the tax treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.

This declaration is valid for the period 1 April, 2021 to 31 March, 2022.

I / We confirm that the above is true to the best of our knowledge and I / We shall be solely responsible for any adverse income-tax consequences (tax, including interest and penalty) arising under Income Tax Act, 1961 in relation to the dividend income to be received from the Company. Further, I / We agree and undertake: (1) to indemnify the Company in relation to any Income tax consequences (tax, including interest and penalty) arising under the Income Tax Laws if any of the above is questioned and held otherwise by the Income Tax Authorities; (2) to provide all the necessary documentation as sought by the Income Tax Authorities in this regard.

For.....[Mention the name of the payee]

Authorised Signatory

Name:

Designation:

Place:

Date:

**Note:**

- In case of any Authorised Signatory being other than Director/ Managing Director, please attach the valid Power of Attorney authorising the individual as an Authorised Signatory.
- In case of a Company, issue on a letter head.
- The shareholders are required to provide a Declaration strictly as per the specified format given above, failing which the Company reserves the right to deny the Treaty benefits.