

## LTIMINDTREE LIMITED

CIN: L72900MH1996PLC104693

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

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E-mail: [investor@ltimindtree.com](mailto:investor@ltimindtree.com); Website: [www.ltimindtree.com](http://www.ltimindtree.com)

## NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty Ninth (29<sup>th</sup>) Annual General Meeting ('AGM') of **LTIMindtree Limited ('LTIMindtree')** will be held on **Friday, May 30, 2025 at 3.00 p.m. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')** to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements for the year ended March 31, 2025 and the report of the Auditors thereon.
3. To declare a final dividend of ₹ 45/- per equity share of face value of ₹ 1/- each for the Financial Year 2024-25.
4. To appoint a Director in place of Mr. Nachiket Deshpande (DIN: 08385028), who retires by rotation, and being eligible, has offered himself for re-appointment.
5. To appoint a Director in place of Mr. S.N. Subrahmanyam (DIN: 02255382), who retires by rotation, and being eligible, has offered himself for re-appointment.

### SPECIAL BUSINESS

6. **To consider, and if thought fit, pass the following resolution as an ORDINARY RESOLUTION:**

#### Entering into material Related Party Transactions with Larsen & Toubro Limited, Holding Company

**"RESOLVED THAT** pursuant to Regulation 23(4) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with relevant circulars issued by the Securities and Exchange Board of India from time to time, applicable provisions of the Companies Act, 2013 read with Rules made thereunder ("the Act"), Company's Policy on Related Party Transactions and further pursuant to the recommendation/approval of the Audit Committee and the Board of Directors, consent of Members be and is hereby accorded to enter into and/or continue to enter into contract(s)/transaction(s) with Larsen & Toubro Limited, Holding Company and a Related Party in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of a) sale, purchase,

lease or supply of goods or business assets or property or equipment; b) availing or rendering of services including the use of Trademark, etc.; c) transfer of any resources, services or obligations to meet business objectives/requirements, etc. ("Related Party Transactions"), upto an amount of INR 1,500 crore, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee be and is hereby authorized to delegate all or any of its powers in terms of the foregoing resolution, to any Committee of Directors and/or Director(s) and/or official(s) of the Company, and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, including but not limited to finalizing the terms and conditions of the contract(s)/transaction(s), executing necessary documents and settling issues that may arise for the Related Party Transactions with Larsen and Toubro Limited, without being required to seek further consent or approval of Members, to the end and intent that they shall be deemed to have accorded their approval thereto expressly by the authority of aforesaid resolution."

7. **To consider, and if thought fit, pass the following resolution as an ORDINARY RESOLUTION:**

#### Appointment of M/s. Alwyn Jay & Co, Practising Company Secretaries as Secretarial Auditors and fix their remuneration

**"RESOLVED THAT** pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), M/s Alwyn Jay & Co, Practising Company Secretaries (Firm Registration Number P2010MH021500) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board of Directors  
For **LTIMindtree Limited**

**Angna Arora**  
Company Secretary and Compliance Officer  
ACS: 17742

Date: April 23, 2025  
Place: Mumbai

## NOTES:

- a) The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 6 & 7 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 4 & 5 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.
- b) Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 29<sup>th</sup> AGM of the Company is being held virtually.

The Notice convening this AGM along with the Integrated Annual Report for FY25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY25 will also be available on the Company's website [www.ltimindtree.com](http://www.ltimindtree.com), website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

- c) Since this AGM is held through Video Conference/Other Audio Visual Means ("VC/OAVM"), route map to the venue is not required and therefore, the same is not annexed to this Notice.
- d) Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on **Friday, May 23, 2025 ("Cut-off date")** may join the AGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.

- e) Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first-come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first-come-first-serve basis.

### f) Appointment of Proxy and Attendance Slip:

Since the 29<sup>th</sup> AGM is being held through VC/OAVM in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 29<sup>th</sup> AGM, and therefore, proxy form and attendance slip are not annexed to this Notice.

- g) The Company has appointed Ms. Krupa Joisar, Practising Company Secretary (Membership No. F11117 and Certificate of Practice 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.
- h) Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend / vote at the 29<sup>th</sup> AGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on her e-mail ID at [krupa@krupajoisar.com](mailto:krupa@krupajoisar.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [investor@ltimindtree.com](mailto:investor@ltimindtree.com).

### i) Record Date:

Members may kindly note that **Friday, May 23, 2025** has been fixed as the "Record Date" to determine entitlement of Members to the Final Dividend for the Financial Year 2024-25, if approved at the AGM.

### j) Dividend:

- (i) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020. Accordingly, the Final Dividend, as recommended by the Board of Directors, and if approved at the 29<sup>th</sup> AGM, shall be paid after deducting tax at source ('TDS') at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961, within 10 days from the date of declaration:
- to the Members in respect of equity shares held by them in physical form, whose name appears as Member in the Company's Register of Members as on close of business hours on **Friday, May 23, 2025**; and
  - to the beneficial owners in respect of equity shares held by them in dematerialized form, whose name appears in the list of beneficial owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited

("CDSL"), on close of business hours on **Friday, May 23, 2025**.

- (ii) For information on TDS, please refer the section on "TDS instructions on Dividend Distribution" forming part of this Notice.

### k) Mandatory updation of PAN, KYC, Nomination and Bank details by Members:

#### Members holding shares in physical form

- Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Share Transfer Agent ('RTA') for assistance in this regard.
- SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC").
- Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at <https://www.ltimindtree.com/investors/investor-services/>) to update KYC and choice of Nomination (in case the

same are not already updated), to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India., the Company's Registrar and Share Transfer Agent. Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime India Private Limited at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or upload on their web portal [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com).

- Members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.
- Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at <https://www.ltimindtree.com/investors/investor-services/> and on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com). It may be noted that any service request can be processed only after the folio is KYC compliant.

### l) Unclaimed Dividend:

Details of unclaimed dividend, including unclaimed dividend of erstwhile Mindtree Limited ("Mindtree") are available on the Company's website <https://www.ltimindtree.com/investors/>

In compliance with Section 124 of the Act and Rules made thereunder, unclaimed dividend and equity shares in respect whereof dividend remains unclaimed for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF"). During the Financial Year 2025-26, following dividends are due for transfer to IEPF:

Particulars	Date of declaration	Last date for claiming unpaid dividend	Declared by
III Interim Dividend FY 2017-18	18-April-2018	24-May-2025	Mindtree
Final Dividend FY 2017-18	17-Jul-2018	22-Aug-2025	Mindtree
Final Dividend FY 2017-18	22-Aug-2018	25-Sep-2025	LTIMindtree
I Interim Dividend FY 2018-19	17-Oct-2018	22-Nov-2025	Mindtree
Interim Dividend FY 2018-19	24-Oct-2018	29-Nov-2025	LTIMindtree
II Interim Dividend FY 2018-19	16-Jan-2019	21 Feb-2026	Mindtree

Members who wish to claim their unclaimed dividend(s) may send a written request to the Company on e-mail Id. [investor@ltimindtree.com](mailto:investor@ltimindtree.com) or to the Company's RTA on e-mail Id. [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or by logging in at <https://swayam.in.mpms.mufg.com/> or by post to RTA's address at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400 083, Maharashtra, India. Alternatively, Members may contact RTA at +91 22 49186000.

m) **Electronic dissemination of the AGM Notice and Integrated Annual Report:** Electronic/digital copy of the Integrated Annual Report for FY25 and Notice convening the 29<sup>th</sup> AGM are being sent to all Members whose e-mail Id. are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail Id. may get the same registered by following the instructions mentioned above. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. <https://www.ltimindtree.com/investors/annual-reports/> where details pertaining to the entire Integrated Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Integrated Annual Report for FY25 to the Members, upon request.

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 extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the AGM) to transact the business mentioned in the Notice convening the 29<sup>th</sup> AGM.
- Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned AGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the AGM.
- Voting rights of Members shall be reckoned on the paid-up value of equity shares registered in their name as on the **Cut-off date**.
- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date**, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.
- The procedure for e-voting on the day of the AGM is identical to Remote e-voting instructions as outlined in this Notice.
- Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the **Cut-off date** can vote by following the procedure for e-voting, as outlined in the Notice.
- Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of the **Cut-off date**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with

NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the **Cut-off date** may follow steps mentioned in the Notice.

- Members present at the 29<sup>th</sup> AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.
- However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- In case of joint holders attending the 29<sup>th</sup> AGM, only such joint holder who is higher in the order of names as per the Company's records, will be entitled to cast vote.

o) **Inspection of documents:** The statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this AGM shall be made available for inspection by Members during the remote e-voting period and during the proceedings of the 29<sup>th</sup> AGM. Members may seek inspection of documents by accessing to the NSDL e-voting platform at <https://www.evoting.nsdl.com> during the aforementioned period.

p) **Speaker registration/facility for non-speakers:**

#### Process

##### Registration as speaker at the AGM

Members who wish to raise query at the AGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: [investor@ltimindtree.com](mailto:investor@ltimindtree.com) quoting their name, DP Id. and Client Id./Folio number, on or before **Friday, May 23, 2025**.

#### Facility for non-speakers

Members who wish to obtain any information on the Integrated Annual Report for FY25 or have questions on the financial statements and/or matters to be placed at the 29<sup>th</sup> AGM, may send a communication from their registered e-mail address to the e-mail Id [investor@ltimindtree.com](mailto:investor@ltimindtree.com) quoting their name, DP Id. and Client Id./Folio number, on or before **Friday, May 23, 2025**.

The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

q) **Declaration of results of voting:**

After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws.

The voting results along with the Scrutinizer's report, will be hosted on the Company's website, <https://www.ltimindtree.com/investors/>, website of NSDL, <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out material facts relating to Item Nos. 6 & 7 of the accompanying Notice:

Item No. 6 - Entering into material Related Party Transactions with Larsen & Toubro Limited, Holding Company

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), material related party transactions require approval of the shareholders through ordinary resolution.

‘Material Transaction’ for this purpose means, transaction(s) entered/to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower and such approval is valid from the date of the AGM until the date of AGM to held in the next year.

Members may kindly note that Larsen & Toubro Limited (“L&T”), Holding Company is a Related Party of the Company in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. The Company as part of its ordinary course

of business has entered into/proposes to enter into agreements/ arrangements/transactions with L&T. The transactions to be entered into are majorly in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services including the use of Trademark, and c) transfer of any resources, services or obligations to meet business objectives/requirements, etc.

As the 10% of the consolidated turnover as on March 31, 2025 exceeds ₹ 1,000 Crore, the materiality threshold for seeking shareholders’ approval is ₹ 1,000 Crore.

Since the aggregate amount of foreseen contract(s)/transaction(s) to be entered into with L&T during FY26 shall exceed ₹ 1000 Crore, it is proposed to seek approval of Members upto an amount of ₹ 1,500 Crore.

Members are kindly informed that, the Audit Committee and the Board of Directors at their respective meetings held on March 27, 2025 and April 23, 2025 approved & recommended the aforementioned proposal for approval of Members by way of an ordinary resolution.

The validity of the aforementioned proposal, if approved by the Members, shall be from the date of this AGM till the AGM to be held in the Calendar Year 2026.

Details required to be furnished as per the SEBI Listing Regulations are mentioned below:

Sr. No.	Particulars	Details
1	Name of the related party, its relationship with the Company including nature of concern or interest (financial or otherwise)	Larsen & Toubro Limited, Holding Company holds 68.57% of the equity shares of LTIMindtree Limited (as on March 31, 2025)
2	Type, material terms and particulars of proposed transaction	a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services including the use of Trademark, and c) transfer of any resources, services or obligations to meet business objectives/ requirements, etc.
3	Tenure of the proposed transaction	The aforementioned proposal, if approved by the Members shall be valid from the 29 <sup>th</sup> AGM until the 30 <sup>th</sup> AGM to be held in the Calendar Year 2026.
4	Value of the proposed transaction	Upto ₹ 1,500 Crore.
5	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Transactions with L&T would constitute 3.95% of the Company's Annual Consolidated turnover for FY25
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	None
(i)	Details of the source of funds in connection with the proposed transaction	Not Applicable
(ii)	Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc.	Not Applicable

Sr. No.	Particulars	Details
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7	Justification for why the proposed transaction is in the interest of the Company	LTIMindtree Limited is a service provider for various software services to its customers including L&T and other related parties. L&T benefits from the expertise of the Company. With respect to awarding contracts for construction of commercial buildings / IT Park for Company's use, LTIMindtree ensures that contracts are finalized with L&T basis a competitive bidding process. The Company is assured of timely completion and superior quality of construction while L&T has the benefit of timely assured payments for such transactions. With respect to renting of office premises, the charges levied are comparable with the market rates in the respective geographies. Use of L&T trademark adds to the business value and provides significant business benefits to the Company. Other expenses charged by and to L&T are in the normal course of operations and provide efficiency benefits.
8	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The Related Party Transactions constitute 0.68% of L&T's annual consolidated turnover for FY24* *based on FY24 annual consolidated turnover of L&T.
9	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Related Party Transactions would be carried out on an arm's length terms and shall be in the ordinary course of business.
10	A summary of the information provided to the Audit Committee	The above information was presented to the Audit Committee

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

Basis the rationale and justification provided above, the Board recommends ordinary resolution under Item No. 6 of the accompanying Notice for approval of Members.

Item No. 7 - Appointment of M/s. Alwyn Jay & Co, Practising Company Secretaries as Secretarial Auditors and fix their remuneration

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on April 23, 2025 have approved subject to approval of Members, appointment of M/s. Alwyn Jay & Co, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2010MH021500) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

Credentials of the Secretarial Auditor:

M/s. Alwyn Jay & Co (Firm Registration Number: P2010MH021500), a Secretarial Audit Firm, established in the year 2010, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

Over the years, M/s. Alwyn Jay & Co. has built a diverse client base and has served over 100 Corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. Alwyn Jay & Co., has been the Secretarial Auditors of the Company from FY22 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

M/s. Alwyn Jay & Co., have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

5(Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.

b) Remuneration:

₹ 2,00,000/- (Rupees Two Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026 and March 31, 2027.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.

c) Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the 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.7.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 7 of the accompanying Notice for approval of Members.

By order of the Board of Directors  
For LTIMindtree Limited

Date: April 23, 2025  
Place: Mumbai

Angna Arora  
Company Secretary and Compliance Officer  
ACS:17742

Annexure on Directors liable to retire by rotation and seeking re-appointment

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed

Brief profile of Mr. Nachiket Deshpande:



Mr. Nachiket Deshpande ('Nachiket') is the Whole-time Director at LTIMindtree. He has over 27 years of rich experience in delivery management, customer relationship management, account and P&L management.

Nachiket Deshpande stands at the forefront of LTIMindtree's strategic vision as the President of Global AI Services, Strategic Deals and Partnerships. With a keen focus on customer-centricity and a comprehensive approach to innovation, Nachiket has been pivotal in redefining how businesses can leverage artificial intelligence to navigate the complexities of a dynamic business landscape.

Under his leadership, LTIMindtree has established a robust AI Services framework encompassing AI Advisory, AI Engineering, and outcome-based Platform Operations reimagined through

the lens of AI. He is responsible for driving growth in the "New AI Economy" and delivering integrated solutions that resonate deeply with clients' evolving needs.

Nachiket's expertise in building strategic relationships is evident in his spearheading of complex, multi-year client engagements. His ability to understand and anticipate client requirements ensures the delivery of tailored, innovative solutions that not only meet but exceed expectations.

Nachiket plays a crucial role in leading strategic initiatives that enable LTIMindtree to expand quickly and effectively into new markets. His forward-thinking approach has helped the company acquire several businesses, thereby enhancing the company's competitive edge. Noteworthy acquisitions under his stewardship include Cuelogic, Powerupcloud, Lymbyc, and Syncordis, alongside his significant contributions to the operational integration during the merger of LTI and Mindtree.

Nachiket has held various leadership positions in the technology sector and has seen its evolution over the years. He is passionate about technology and loves talking about how it can bring innovation to businesses and day-to-day life. Nachiket believes that technology has the power to transform the way we live and work, and he is always eager to share his insights and expertise on the subject.

At LTIMindtree, Nachiket is recognized as a chief problem solver, constantly inspiring his team and mentees to embrace a culture of innovation for the greater good.

He holds a Bachelor's degree in Electronics Engineering from College of Engineering, Pune.

Brief profile of Mr. S.N. Subrahmanyam:



Mr. S. N. Subrahmanyam (SNS) is the Chairman & Managing Director of Larsen & Toubro, a multi-billion-dollar conglomerate, spanning across Engineering, Infrastructure, Information Technology and Financial Services. He also holds diverse leadership positions as Chairperson of L&T Finance Ltd, Chairman of LTIMindtree and L&T Technology Services, and Chairman of L&T Metro Rail (Hyderabad) Limited.

SNS, over the years, has played a pivotal role in guiding the L&T's infrastructure business to become the largest in India and among the biggest globally. Now, he is focused on driving L&T's diverse business interests towards new heights by leveraging the power of digitalization, technology, transition to green energy and fostering a people-centric culture. This multi-pronged approach has already started pivoting L&T into a tech-driven engineering solutions and services powerhouse.

Hailing from Chennai, SNS embarked on his professional journey with L&T in 1984 as a project planning engineer with a degree in civil engineering from the National Institute of Technology, Kurukshetra and a postgraduate degree in business management from Symbiosis Institute of Business Management, Pune. He furthered his education with an Executive Management Programme from the London Business School. Mentored by industry stalwarts, he took on roles of increasing responsibility across various business verticals and joined the L&T Board in 2011.

Notable achievements under SNS's leadership include the execution of diverse projects like the Statue of Unity, ITER, Dual Feed Crackers, Offshore Platforms, K9 Vajra, Atal Setu, Ayodhya Ram Mandir, in the offing Bullet Train and more – each recognized for being the 'tallest', 'largest', 'longest', 'smartest', 'most complex', or 'first' in their respective categories. His entrepreneurial mindset propelled L&T into

untapped geographies, including the Middle East, Africa, and ASEAN, establishing the Company's credentials globally. This has led to L&T being recognized among Asia's Most Honoured Companies by Institutional Investor, the Company of the Year by Business Standard in 2020, among the world's best employers on the Forbes' list and one of India's Best Employers among Nation-Builders in 2023 by the Great Place to Work (GPTW).

SNS himself has garnered numerous accolades. He won the Eminent Engineer award from the Engineering Council of India in 2024. Apart from being featured on the cover of Fortune magazine's October 2023 edition as India's Best CEO, he is also the winner in the Infrastructure & Engineering category of the Business Today-PwC India's Best CEOs ranking in March 2022, was ranked 8<sup>th</sup> in the Construction Week Power 100 Ranking for 2022 and was honoured as the Infrastructure Person of the Year in 2012. In 2020, he achieved the Top CEO (Sell Side) and the 3<sup>rd</sup> Best CEO (Overall) in the All-Asia Executive Team Survey conducted by Institutional Investor and recognized as the CEO of the Year by the leading Indian news channel, CNBC-Awaaz. His exemplary leadership was also recognized with the Emergent CEO Award in 2019, and he received the Leading Engineering Personality award from the Institution of Engineers (India) in 2014.

SNS holds prominent positions within various industry bodies, construction institutions, and councils, showcasing his influential presence in these domains. As one of nine founding members of the Climate Finance Leadership Initiative India, he actively contributes to bringing global scale and influence to this significant initiative. Additionally, he serves as the regular honorary chairperson of the Board of Governors at the National Institute of Technology-Rourkela, a position bestowed upon him by the Education Ministry. In February 2021, he was appointed by the Union Ministry of Labour & Employment as the Chairman of the National Safety Council for two years. In this capacity, he guided the council in playing a crucial role in ensuring workplace safety under the new Occupational Safety, Health, and Working Conditions Code, 2020 (OSH Code, 2020).

Beyond his professional pursuits, SNS embodies a diverse range of interests that reveal the multi-faceted dimensions of his personality. A cricket aficionado and a passionate runner, he emphasises the importance of physical activity through his daily walks and runs. Notably, his appreciation extends beyond sports and fitness, as he also finds solace and passion in the world of Western classical music.

He holds a Post-graduate degree in business management with a degree in civil engineering.

Name of Director	Mr. Nachiket Deshpande	Mr. S. N. Subrahmanyam
DIN	08385028	02255382
Age (in Years)	51	65
Qualification		
Experience and nature of expertise in specific functional area (brief resume)	Refer brief profile as stated above	Refer brief profile as stated above
Date of first appointment on the Board	May 2, 2019	January 10, 2015
Terms and conditions of appointment	Appointed as Whole-time Director liable to retire by rotation with effect from May 2, 2024 until May 1, 2029.	Appointed w.e.f. January 10, 2015 as Non-Executive Director liable to retire by rotation.
Details of remuneration	Refer Corporate Governance section of the Integrated Annual Report	Mr. S.N. Subrahmanyam does not draw any remuneration from the Company in his capacity as Non-Executive Director.
Shareholding in the Company (number of shares as on the date of this AGM Notice)	Refer Corporate Governance section of the Integrated Annual Report	Refer Corporate Governance section of the Integrated Annual Report
Relationship with other Directors, Manager and other Key Managerial Personnel (inter-se)	None	None
Number of Board Meetings attended during FY-25 and FY-26(up to the date of this AGM Notice)	For FY-25: 7 out of 7 For FY-26: 1 out of 1	For FY-25: 7 out of 7 For FY-26: 1 out of 1
Directorships held in other companies* (upto the date of this AGM Notice)	Nil	1. Larsen & Toubro Limited 2. L&T Technology Services Limited 3. L&T Metro Rail (Hyderabad) Limited 4. L&T Finance Limited 5. L&T Realty Developers Limited 6. L&T Semiconductor Technologies Limited
Membership/ Chairmanship of Committees in other Public Companies#	Nil	Nil
Name of listed companies from which Director has resigned in past three years	Nil	Nil

\*Does not include foreign Companies and private Companies.

#Includes Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee only.



## Annexure-1 to AGM Notice

### TDS instructions on dividend distribution

- a) **Applicability:**
- In compliance with the Income Tax Act, 1961 ('the Act') read with 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.
- In view of the above, in the current financial year 2025-26, the Company shall be deducting TDS as per the applicable provisions and TDS rates, while paying dividend.
- 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 the 'Record Date' (mentioned below).
- b) Record Date: **Friday, May 23, 2025**
- c) Exempted Category:
- LIC/ GIC/ The New India Assurance Company Limited / United India Insurance Company Limited / The Oriental Insurance Company Limited / National Insurance Company Ltd and other Insurance Companies in respect of shares owned by them or in which they have full beneficial interest;
  - A "business trust" as defined in Section 2(13A) of the Act, by a special purpose vehicle referred to in explanation to Section 10(23FC) of the Act;
  - 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;
  - Any person for, or on behalf of, the New Pension System Trust referred to in Section 10(44) of the Act; Alternative Investment Fund (Category I&II) or any other exempted entity;
  - Resident shareholders furnishing valid Form 15G or Form 15H;
  - In case of non-resident shareholders, no TDS shall be deducted subject to furnishing valid self-attested documentary evidence like copy of registration, order or notification issued by the Indian Income Tax Authority;
  - Any other person as may be notified by the Central Government in the Official Gazette in this behalf.
- d) Lower TDS / Withholding tax rates:
- 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 Record Date.
  - In case of non-resident shareholders (including FII/FPI): TDS as per the Act or Tax Treaty rate, whichever is beneficial shall be applied, provided the non-resident shareholder submits the following documents:
    - Self-attested copy of Permanent Account Number (PAN);
    - Self-attested copy of Tax Residency Certificate (TRC) for FY2025-26, issued by the tax authority of the country of which shareholder is resident;
    - Self-declaration in electronically filed Form 10F; and
    - Self-declaration on 'No-Permanent Establishment in India', in the format annexed.
- e) TDS rates for FY 2025-26:
- | Resident Shareholders <sup>ii</sup> | Non-Resident Shareholders <sup>iii</sup> |  |
|-------------------------------------|--|--|
| With PAN                            | Without PAN/<br>Invalid PAN              |  |
| 10%                                 | 20%                                      | 20% (plus applicable surcharge & cess) |
- f) Higher rate of TDS in case of non-linking of Aadhar & PAN:
- An Individual shareholder who is eligible to obtain Aadhar number is required to link PAN with Aadhar.
  - PAN shall become inoperative if the Individual shareholder has not linked PAN - Aadhar on or before the above date and all the consequences under the Act for not furnishing PAN shall apply.
- Reporting of dividend paid under Statement of Financial Transactions (SFT):
- W.e.f. April 1, 2021, dividend paid by a company is a reportable transaction under SFT.
  - Accordingly, the shareholder's details such as name, PAN, registered address, email Id., dividend amount would be reported under SFT.

#### Notes:

<sup>i</sup>No communication in relation to submission of document(s) shall be accepted after the Record Date.

<sup>ii</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 ₹ 10,000/-.

<sup>iii</sup>In case of non-resident shareholders, for whom tax is withheld as per the Act, the applicable surcharge & cess for FY26 shall be as under:

Dividend Income	Individual, AOP, BOI, HUF, Trust, AJP#	Firm/FII registered as LLP	Registered Co-op. Society	Foreign Company/ FII registered as Foreign Company	FII / FPI characterized as AOP
Upto ₹ 50 lakh	NIL	NIL	NIL	NIL	NIL
Exceeding ₹ 50 lakh but up to ₹ 1 crore	10%	NIL	NIL	NIL	10%
Exceeding ₹ 1 crore but up to ₹ 10 crores	15%	12%	7%	2%	15%
Exceeding ₹ 10 crore			12%	5%	

<sup>1</sup> AOP: Association of Persons, BOI: Body of Individuals, HUF: Hindu Undivided Family, AJP: Artificial Juridical Person

<sup>2</sup> FII: Foreign Institutional Investor; FPI: Foreign Portfolio Investor

In addition to the surcharge rates as mentioned above, 'Health & Education Cess' @ 4% shall be applicable for FY26 for non-resident shareholders.

#### General Notes:

- 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 **Record date**.
  - Application of any exemption from TDS/ lower / beneficial rate of tax is subject to submission of the requisite & valid documents with RTA before the record 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.
  - If Form 15G/H is already submitted for a particular financial year, revised form is to be shared in case of change in estimated total Income or Dividend Income. In case revised form is not provided by the shareholder, the Company shall determine the TDS amount based on estimated total income and Dividend Income specified in the latest Form available with the Company.
  - 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.
- 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.
  - In case dividend income is assessable 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 valid PAN of the person to whom the tax credit is to be given along with reasons for giving credit to such person. In case the PAN provided as above is Invalid, tax credit shall continue to be given to registered shareholder.
  - 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.
  - The referred documents can be submitted with Company's RTA before the record date at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> or at the following address or through email from your registered e-mail ID:
 

M/s. MUFG Intime India Private Limited  
(Formerly 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@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com)
  - Shareholders can contact Company for any query related to dividend on [investor@ltimindtree.com](mailto:investor@ltimindtree.com)

Format of Declaration for No Permanent Establishment in India

LTIMindtree Limited

Technology Tower 1, Gate No.5,  
Saki Vihar Road, Powai, Mumbai – 400 072, India  
E-mail: [investor@ltimindtree.com](mailto:investor@ltimindtree.com)

Sub: Self-declaration for Indian Financial Year (FY) 2025-26 for availment of tax treaty benefits in relation to receipt of dividend income from LTIMindtree Limited

With reference to the captioned subject and in relation to the appropriate deduction of taxes on the dividend payable to me / us by LTIMindtree 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, 2025 to March 31, 2026, is attached herewith.
- I / We, am / are tax resident of \_\_\_\_\_ (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.
- We hereby provide electronically furnished Form 10F and are eligible to take recourse to tax treaty provisions, in respect of the income derived from India.
- 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 benefit 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 April 1, 2025 to March 31, 2026.

I / We, confirm that the above is true to the best of my / 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.

\_\_\_\_\_  
(Mention the name of the Payee)

Authorized Signatory  
Name:  
Designation:  
Place:  
Date:

Notes:

- In case the Authorized Signatory is other than Director/ Managing Director, please attach copy of valid Power of Attorney authorizing the individual as Authorized Signatory.
- In case of a Company, to be issued on Company's letter head.
- Shareholders are required to provide the declaration strictly as per the specified format given above, failing which the Company reserves the right to deny the tax treaty benefits.

Annexure 2 - to AGM Notice  
Instructions for remote e-voting and access to the 29<sup>th</sup> AGM

Members are requested to follow the instructions given below to cast their vote through e-voting and to access the Video Conference facility at the AGM:

- The remote e-voting period begins on Monday, May 26, 2025, at 9:00 a.m. (IST) (Server time) and ends on Thursday, May 29, 2025 at 5:00 p.m. (IST) (Server time). During this period, shareholders holding shares either in physical form or in dematerialized form as on the 'Cut-off date' i.e. Friday, **May 23, 2025** 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.
- 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:

How do I vote electronically using NSDL e-Voting system?

The procedure to vote electronically on NSDL e-Voting system consists of "Two Steps" which are outlined below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under 'IDeAS' section, this will prompt you to enter your existing User Id. and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. If you are 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 Portal</b> " or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, 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="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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; e-mail 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

#### Important note:

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

#### Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and/or CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800-21-09911

### B. Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User Id., your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL 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.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User Id is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP Id followed by 8 Digit Client Id For example if your DP Id. is IN300*** and Client Id. is 12***** then your user Id is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary Id. For example if your Beneficiary Id. is 12***** then your user Id. is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then User Id. is 101456001***

- Password details for shareholders other than individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your email Id. is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email Id. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client Id for NSDL account, last 8 digits of client Id for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User Id.' and your 'initial password'.
    - If your email Id. is not registered, please follow the steps mentioned below which outlines the process for those shareholders whose email Id. is not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - 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).
  - "Physical User Reset Password"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
  - Members can also use the OTP (One Time Password) based login for casting vote on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join the Annual General Meeting on NSDL e-Voting system

#### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and AGM is in active status.
- Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting the appropriate option 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- Members can attend the AGM through VC/OAVM after following the steps for Login as outlined above. After successful Login, Members will be able to see the VC/OAVM link placed under Join Meeting menu against the Company’s name. Members are requested to click on the VC/OAVM link placed under Join Meeting menu.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [krupa@krupajoisar.com](mailto:krupa@krupajoisar.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders can also upload the Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
- 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 after 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 48867000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto:evoting@nsdl.com)

Process for those shareholders whose e-mail id is not registered with the depositories to procure user id and password and registration of e-mail id for e-Voting for the resolutions set out in this notice:

- In case shares are held in demat mode, please provide DP Id.-Client Id. (DPId. + Client Id.), name, client master or copy of Consolidated Account Statement, PAN (self attested scan copy of PAN card), Aadhar (self attested scan copy of Aadhar Card) to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)  
  
If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for individual shareholders holding securities in demat mode.  
  
If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Step 1 (B) i.e. Login method for e-Voting for non-individual shareholders holding securities in demat mode.
- In case shares are held in physical mode please provide Folio No., name of shareholder, scan copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scan copy of Aadhar Card) by email to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)  
  
If you are an Individual shareholder holding securities in physical mode, please refer to the login method explained at Step 1 (B) i.e. login method for e-Voting for individual shareholders holding securities in physical mode.
- Alternatively, shareholder may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email Id. correctly in their demat account in order to access e-Voting facility.

Information at a glance

Particulars	Details
Time and date of AGM	3.00 p.m. (IST) on Friday, May 30, 2025
Mode	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Participation through VC/OAVM	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Helpline number for VC participation	Tel: +91 22 4886 7000
Record Date for eligibility to Final dividend	Friday, May 23, 2025
Date of payment of Final Dividend	On or before Tuesday, June 10, 2025
Cut-off date for eligibility of remote e-voting and voting at the AGM	Friday, May 23, 2025
E-voting start time and date	9:00 a.m. (IST), Monday, May 26, 2025
E-voting end time and date	5:00 p.m. (IST), Thursday, May 29, 2025
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of the e-voting service provider	<b>Ms. Rimpa Bag</b> National Securities and Depositories Limited (NSDL) T301, 3 <sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai – 400 051. <b>E-mail:</b> <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> <b>Tel:</b> 022 - 4886 7000
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India. <b>Tel:</b> +91 22 49186000 <b>e-mail:</b> <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a> <b>Website:</b> <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a>