

LTIM/SE/STAT/2024-25/40

June 26, 2024

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E)
Mumbai - 400 051

The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

NSE Symbol: LTIM**BSE Scrip Code:** 540005

Dear Sir(s)/Madam,

Sub: Submission of Scrutinizer's Report for the 28th Annual General Meeting (AGM)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Scrutinizer's Report in respect of the items forming part of the Notice convening the 28th AGM held on June 26, 2024 at 12:30 p.m. (IST).

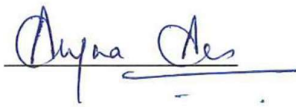
On the basis of the report submitted by the Scrutinizer, we confirm that all the resolutions outlined in the Notice convening the 28th AGM have been passed with requisite majority.

The Scrutinizer's Report is also available on the Company's website at www.ltimindtree.com/investors

Please take the above on record.

Thanking you,

Yours faithfully,

For LTIMindtree Limited

Angna Arora
Company Secretary & Compliance Officer

Encl: As above



Date: June 26, 2024

Consolidated Scrutinizer's Report

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')]

To,
The Chairman,
LTIMindtree Limited
(Formerly known as Larsen & Toubro Infotech Limited)
L&T House, Ballard Estate,
Mumbai - 400001

Dear Sir,

1. I, Krupa Joisar of M/s. Krupa Joisar & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of LTIMindtree Limited (Formerly Larsen & Toubro Infotech Limited) ('the Company') for the purpose of scrutinizing the process of voting through electronic means, including remote e-voting on the resolutions contained in the Notice dated April 24, 2024 ('Notice') convening the 28th Annual General Meeting ('AGM') of the Company issued in accordance with General Circular No. 09/2023 dated September 25, 2023 read with the circulars issued earlier on the subject by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with the circulars issued earlier on the subject by SEBI (collectively referred to as 'SEBI Circulars'). The 28th AGM of the Company was held through Video Conference / Other Audio Visual Means ('VC / OAVM') on Wednesday, June 26, 2024 at 12:30 p.m. (IST).
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have scrutinized the:
 - i. process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice convening the AGM ("remote e-voting"); and

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- ii. process of e-voting at the AGM through electronic voting system ("e-voting at the AGM").

3. Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to e-voting (i.e. remote e-voting and e-voting at the AGM) on the resolutions contained in the Notice convening the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility:

My responsibility as a Scrutinizer for e-voting process is restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against" or "invalid" for the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL') (the agency authorized under the Rules and engaged by the Company to provide the e-voting facility) and attendant records, other papers / documents furnished to me electronically by the Company and/ or NSDL and/or Link Intime India Private Limited, Registrar and Transfer Agent of the Company ('RTA') for my verification.

5. Cut-off date:

The Members of the Company as on the "Cut-off" date, as set out in the Notice, i.e. **Wednesday, June 19, 2024** were entitled to cast their vote on the resolutions (item nos. 1 to 7 as set out in the Notice convening the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off date.

6. Remote e-voting process and E-voting at the AGM:

- (i) The remote e-voting period **remained open from Saturday, June 22, 2024 from 9.00 a.m. (IST) (Server time) and ended on Tuesday, June 25, 2024 at 5.00 p.m. (IST) (Server time)** and the remote e-voting platform was disabled by NSDL thereafter.
- (ii) The votes cast, *via* e-voting at the AGM, were unblocked on Wednesday, June 26, 2024 after the conclusion of the AGM i.e. after 1.20 p.m.
- (iii) Thereafter, the details containing, *inter-alia*, the list of Members who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL at www.evoting.nsdl.com. Based

on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. Consolidated Report:

I now submit my consolidated report as under, on the result of the e-voting, based on the reports generated by NSDL, scrutinized on test check and relied upon by me, in respect of the resolutions outlined in the Notice.

8. The electronic data, provided by NSDL, relating to e-voting is under my safe custody and will be handed over to the Chairman or the person authorized by him in writing, for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

9. Restriction on Use:

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

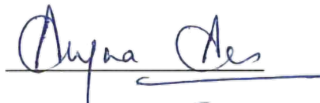
**For Krupa Joisar & Associates
Company Secretaries**

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**Krupa Joisar
Mem No.: F11117
CP No: 15263
Peer Review Certificate No.: 1251/2021
UDIN: F011117F000622860
Place: Mumbai**

**Countersigned by
For LTIMindtree Limited**



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

Consolidated Results

Ordinary Business:

Resolution 1: (Ordinary)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2024 and the reports of the Board of Directors and Auditor thereon.
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Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage (%) (Rounded upto two decimals)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1642	254099894	10	31235	1652	254131129	99.95
Dissent	22	118776	0	0	22	118776	0.05
Invalid	0	0	0	0	0	0	0.00
Total	1664	254218670	10	31235	1674	254249905	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No.1 of the Notice of the AGM has been passed with **requisite majority**.

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Peer Review Certificate No.: 1251/2021

UDIN: F011117F000622860

Place: Mumbai

Resolution 2: (Ordinary)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2024 and the report of the Auditor thereon.
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Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage (%) (Rounded upto two decimals)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1641	254099836	10	31235	1651	254131071	99.95
Dissent	22	118829	0	0	22	118829	0.05
Invalid	0	0	0	0	0	0	0.00
Total	1663	254218665	10	31235	1673	254249900	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM has been passed with **requisite majority**.

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Mem No.: F11117

CP No: 15263

Peer Review Certificate No.: 1251/2021

UDIN: F011117F000622860

Place: Mumbai

Resolution 3: (Ordinary)	To declare a final dividend of ₹ 45/- per equity share of face value of ₹ 1/- each for the Financial Year 2023-24.
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Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage (%) (Rounded upto two4 decimals)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1646	254227407	10	31235	1656	254258642	100.00
Dissent	19	454	0	0	19	454	0.00
Invalid	0	0	0	0	0	0	0.00
Total	1665	254227407	10	31235	1675	254259096	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM has been passed with requisite majority.

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Place: Mumbai

Resolution 4: (Ordinary)	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.
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Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage (%) (Rounded upto two decimals)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1563	253241461	10	31235	1573	253272696	99.61
Dissent	104	786256	0	0	104	786256	0.31
Invalid*	3	200093	0	0	3	200093	0.08
Total	1669	254227810	10	31235	1679	254259045	100.00

* The votes cast by related parties are considered as invalid.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM has been passed with **requisite majority**.

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UDIN: F011117F000622860

Place: Mumbai

Resolution 5: (Ordinary)	To appoint a Director in place of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation, and being eligible, has offered himself for re-appointment.
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Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage (%) (Rounded upto two decimals)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1530	251383675	10	31235	1540	251414910	98.92
Dissent	136	2744125	0	0	136	2744125	1.08
Invalid	0	0	0	0	0	0	0.00
Total	1666	254127800	10	31235	1676	254159035	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM has been passed with **requisite majority**.

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Peer Review Certificate No.: 1251/2021

UDIN: F011117F000622860

Place: Mumbai

Special Business:

Resolution 6: (Ordinary)	Re-appointment of Mr. Nachiket Deshpande (DIN: 08385028), as a Whole-time Director of the Company.
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Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage (%) (Rounded upto two decimals)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1573	253193848	10	31235	1583	253225083	99.59
Dissent	93	1033907	0	0	93	1033907	0.41
Invalid	0	0	0	0	0	0	0.00
Total	1666	254227755	10	31235	1676	254258990	100.00

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM has been passed with **requisite majority**.

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CP No: 15263

Peer Review Certificate No.: 1251/2021

UDIN: F011117F000622860

Place: Mumbai

Resolution 7: (Ordinary)	Transactions with Larsen & Toubro Limited, Holding Company (Related Party Transactions).
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Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage (%) (Rounded upto two decimals)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1628	50716428	10	31235	1638	50747663	99.93
Dissent	27	984	0	0	27	984	0.00
Invalid	6	341094	0	0	6	341094	0.67
Total	1661	51058506	10	31235	1665	50748647	100.00

* The votes cast by related parties are considered as invalid.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 7 of the Notice of the AGM has been passed with **requisite majority**.

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Place: Mumbai