



Let's Solve

LTI/SE/STAT/2019-20/30

July 20, 2019

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

The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
BSE Scrip Code: 540005

Dear Sirs,

Sub: 23rd Annual General Meeting of the Company- Proceedings & Voting results

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the summary of the proceedings of 23rd Annual General Meeting ('AGM') of the Company held on Saturday, July 20, 2019.

Further, pursuant to Regulation 44(3) of Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed details regarding voting results of the business mentioned in the Notice dated May 2, 2019, transacted at the AGM along with the consolidated report of Scrutinizer on remote e-voting and e-voting at the AGM.

The results along with the Scrutinizer's report, will be posted on the website of the Company, www.Lntinfotech.com/Investors and on the website of CDSL, www.evotingindia.com.

Kindly take the above intimation on record and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For Larsen & Toubro Infotech Limited

Manoj Koul
Company Secretary & Compliance Officer
Membership No. ACS 16902
Encl: As above



Larsen & Toubro Infotech Ltd.

Branch office Technology Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai - 400072, India

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A Larsen & Toubro
Group Company



SUMMARY OF PROCEEDINGS OF 23rd ANNUAL GENERAL MEETING OF THE COMPANY

The 23rd Annual General Meeting ('Meeting') of Larsen & Toubro Infotech Limited ('the Company') was held on Saturday, July 20, 2019 at 11:00 AM at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400 020.

Mr. A. M. Naik, Chairman of the Board took the Chair and welcomed the Members present at the Meeting and introduced the Directors present on the dais. Thereafter, the Chairman ascertained the requisite quorum and called the Meeting to order. All the Directors of the Company attended the Meeting. The Chairman then informed the Members that Proxy Register and other Statutory Registers were available for inspection by the Members.

Mr. Manoj Koul, Company Secretary and Compliance Officer of the Company informed the Members that the Statutory Auditors Report on the financial statements and Secretarial Auditors Report for the financial year 2018-19 were unqualified and with the permission of the Members present, the notice convening the meeting, the Statutory Auditors Report and the Secretarial Audit Report were taken as read.

Mr. Koul then informed the Members that the Company had provided the facility of remote e-voting which commenced on Wednesday, July 17, 2019 (9:00 AM) till Friday, July 19, 2019 (5:00 PM). He further informed that the Members who had not casted their votes through remote e-voting to cast their votes at the Meeting venue and the proxy to exercise the voting right provided the members for whom they stand as proxy had not casted vote through remote e-voting. Members were further informed that voting by show of hands was not available since voting on all resolutions were moved by electronic means.

Members were further informed that Mr. Alwyn D'Souza of M/s. Alwyn D'Souza & Co. Practicing Company Secretary (Membership No. FCS 5559) was appointed by the Board of Directors of the Company, to scrutinize the e-voting process. Members were then requested to give their feedback in the 'feedback form' made available at the Meeting venue.

Mr. A. M. Naik, Chairman of the Board then read out the following resolutions set out in the Notice dated May 2, 2019 convening the 23rd AGM, which was proposed and seconded by the shareholders:

Item No.	Details of Resolutions	Resolution Required
1	Adoption of audited financial statements of the Company for the financial year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Reports of the Auditors thereon.	Ordinary
2	Declaration of final dividend on equity shares.	Ordinary
3	Re-appointment of Mr. Sudhir Chaturvedi (DIN: 07180115) Director liable to retire by rotation.	Ordinary
4	Appointment of Mr. Nachiket Deshpande (DIN: 08385028) as a Director and Whole-time Director of the Company.	Ordinary





Thereafter, Member's queries were answered by the Chairman, Chief Executive Officer & Managing Director, Chief Operating Officer and Chief Financial Officer.

The Chairman thanked the shareholders for attending and participating at the Meeting and requested the Members and proxy, who had not casted their votes through remote e-voting, to cast their votes by e-voting facility provided at the venue. Thereafter the Chairman authorised Mr. Manoj Koul, Company Secretary and Compliance Officer of the Company to declare the voting results, intimate same to the stock exchanges and place the results on the website of the Company.

The AGM concluded at 12:30 p.m. with a vote of thanks to the Chair.

The scrutinizer report was received on July 20, 2019 and all the resolutions as set out in the Notice were passed with requisite majority.

This is for your information and records.

Thanking You.

Your sincerely,
For Larsen & Toubro Infotech Limited

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





VOTING RESULTS AS PER REGULATION 44(3) OF THE LISTING REGULATIONS

Details of the proceedings of the Meeting			
S.N.	Particulars	Details	
1	Date of the AGM	Saturday, July 20, 2019	
2	Book Closure Dates	July 15, 2019 to July 20, 2019 (Both days inclusive)	
3	Total number of shareholders as on record date	133,535	
4	Number of shareholders present in the meeting either in person or through proxy:	In person	In proxy
	a. Promoters & Promoter Group:	1	Not Applicable
	b. Public:	84	1
5	Number of shareholders attended the meeting through Video Conferencing:	In person	In proxy
	a. Promoters & Promoter Group:	Not Applicable	Not Applicable
	b. Public:		



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)

1 - Adoption of audited financial statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the Report of the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	129784034	129784034	100.00	129784034	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		129784034	100.00	129784034	0	100.00	0.00
Public Institutions	E-Voting	25727032	18582196	72.23	18536065	46131	99.75	0.25
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18582196	72.23	18536065	46131	99.75	0.25
Public Non Institutions	E-Voting	18018060	1576700	8.75	1576698	2	100.00	0.00
	Poll		2487110	13.80	2487109	1	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4063810	22.55	4063807	3	100.00	0.00
Total		173529126	152430040	87.84	152383906	46134	99.97	0.03



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)			2 - Declaration of final dividend on the equity shares					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	129784034	129784034	100.00	129784034	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		129784034	100.00	129784034	0	100.00	0.00
Public Institutions	E-Voting	25727032	18582196	72.23	18536065	46131	99.75	0.25
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18582196	72.23	18536065	46131	99.75	0.25
Public Non Institutions	E-Voting	18018060	1582703	8.78	1582701	2	100.00	0.00
	Poll		2487110	13.80	2487109	1	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4069813	22.59	4069810	3	100.00	0.00
Total		173529126	152436043	87.84	152389909	46134	99.97	0.03



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)		3 - Appointment of Mr. Sudhir Chaturvedi (DIN: 07180115), Director liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	129784034	129784034	100.00	129784034	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		129784034	100.00	129784034	0	100.00	0.00
Public Institutions	E-Voting	25727032	18582196	72.23	18279282	302914	98.37	1.63
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18582196	72.23	18279282	302914	98.37	1.63
Public Non Institutions	E-Voting	18018060	1582703	8.78	1563727	18976	98.80	1.20
	Poll		2487110	13.80	2487109	1	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4069813	22.59	4050836	18977	99.53	0.47
Total		173529126	152436043	87.84	152114152	321891	99.79	0.21



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)			4 - Appointment of Mr. Nachiket Deshpande (DIN: 08385028) as a Director and Whole-time Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	129784034	129784034	100.00	129784034	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		129784034	100.00	129784034	0	100.00	0.00
Public Institutions	E-Voting	25727032	18582196	72.23	18279282	302914	98.37	1.63
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18582196	72.23	18279282	302914	98.37	1.63
Public Non Institutions	E-Voting	18018060	1582703	8.78	1563780	18923	98.80	1.20
	Poll		2487110	13.80	2487109	1	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4069813	22.59	4050889	18924	99.54	0.46
Total		173529126	152436043	87.84	152114205	321838	99.79	0.21



Larsen & Toubro Infotech Limited

Registered Office: L&T House, Ballard Estate, Mumbai 400001

COMBINED SCRUTINIZER'S REPORT

on

Remote e-Voting & Electronic Voting conducted at the

23rd Annual General Meeting of

Larsen & Toubro Infotech Limited held on Saturday

July 20, 2019

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E),

Thane-401107 ; Tel:022-28125781 ; Mob: 09820465195; 09819334743

Email : alwyn.co@gmail.com Website:www.alwynjay.com

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E),
Thane-401107 ; Tel:022-28125781 ; Mob: 09820465195; 09819334743

Email : alwyn.co@gmail.com Website:www.alwynjay.com

Combined Scrutinizer's Report on Remote e-Voting & Electronic Voting conducted at the 23rd Annual General Meeting of Larsen & Toubro Infotech Limited, held on Saturday July 20, 2019

To
The Chairman
Larsen & Toubro Infotech Limited
L&T House, Ballard Estate, Mumbai 400001

Sub: **Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.**

Dear Sir,

I, Alwyn D'souza of M/s. Alwyn D'souza & Co., Company Secretaries, Mumbai, appointed by the Board of Directors of **Larsen & Toubro Infotech Limited** ("the Company") as the Scrutinizer for the Remote e-Voting process as well as to the electronic voting conducted at the venue of the of the 23rd Annual General Meeting (AGM) held on Saturday, July 20, 2019, at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400 020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I, submit my report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the venue) to the Members on the resolutions proposed in the Notice calling the 23rd AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions based on the reports

generated from the electronic voting system by the Central Depository Services (India) Limited ('CDSL').

- b) The remote e-Voting commenced on Wednesday, July, 17, 2019 at 09:00 a.m. and concluded on Friday, July 19, 2019 at 05:00 p.m.
- c) At the 23rd AGM of the Company held on Saturday, July 20, 2019, the Chairman at the end of the discussions on the resolution(s) announced that the facility to vote electronically has been provided to facilitate voting for those Members who were present at the Meeting but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- d) The votes were unblocked on July 20, 2019 around 12.30 p.m. in the presence of two witnesses viz., **Mr. Jay Prabhu D' Souza** residing at H-503 Timber Green Park, Off. W E Highway, Nr. Toll Naka, Dahisar (E), Mumbai 400068 and **Mr. Vijay Sonone** residing at 507, E3, Lokdhara Phase III, Lokdhara, Kalyan 421306 who are not in the employment of the Company;
- e) I have issued a separate scrutinizer's report dated July 20, 2019 on the remote e-Voting and voting conducted at venue of the AGM and I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions set out in the Notice convening this 23rd AGM.
- f) The total no. of members present at the 23rd AGM in person and proxy were as detailed below:

S.N.	Particulars	Details	
1	Date of the AGM	Saturday, July 20, 2019	
2	Book Closure Dates	July 15, 2019 to July 20, 2019 (Both days inclusive)	
3	Total number of shareholders as on record date	133,535	
4	Number of shareholders present in the meeting either in person or through proxy:	In person	In proxy
	a. Promoters & Promoter Group:	1	Not Applicable
	b. Public:	84	1
5	Number of shareholders attended the meeting through Video Conferencing:	In person	In proxy
	a. Promoters & Promoter Group:	Not Applicable	Not Applicable
	b. Public:		

- g) The results of the Remote e-Voting together with that of the voting conducted at venue of the AGM by way of electronic voting are as under:

1. **RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:**

Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, 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, 2019, together with the report of the Auditors thereon.

- (i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	264	149896797	-
Electronic voting at the AGM	38	2487109	-
TOTAL	302	152383906	99.97

- (ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	46133	-
Electronic voting at the AGM	1	1	-
TOTAL	4	46134	0.03

- (iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

2. **RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:**

Declaration of Final Dividend on the Equity Shares.

(i) Voted in **favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	266	149902800	-
Electronic voting at the AGM	38	2487109	-
TOTAL	304	152389909	99.97

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	46133	-
Electronic voting at the AGM	1	1	-
TOTAL	4	46134	0.03

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0



3. **RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:**

Re-Appointment of Mr. Sudhir Chaturvedi (DIN: 07180115), Director Liable to Retire By Rotation.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	253	149627043	-
Electronic voting at the AGM	38	2487109	-
TOTAL	291	152114152	99.79

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	16	321890	-
Electronic voting at the AGM	1	1	-
TOTAL	17	321891	0.21

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

4. **RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:**

Appointment of Mr. Nachiket Deshpande (DIN: 08385028) as a Director and Whole-Time Director of the Company

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	255	149627096	-
Electronic voting at the AGM	38	2487109	-
TOTAL	293	152114205	99.79

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	14	321837	-
Electronic voting at the AGM	1	1	-
TOTAL	15	321838	0.21

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Based on the foregoing, all the above Resolutions 1 to 4 as also mentioned in the AGM Notice of the Company dated May 2, 2019 were passed under Remote e-voting and electronic voting conducted at AGM with the requisite majority.

All the relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 23rd Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,

Sincerely,



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Place: Mumbai

Date: 20th July, 2019

Countersigned by:

For Larsen & Toubro Infotech Limited



Company Secretary