



Let's Solve

LTI/SE/STAT/2022-23/72

August 10, 2022

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: LTI

BSE Scrip Code: 540005

Dear Sir(s)/Madam,

Sub: Summary of proceedings of the meeting of equity shareholders convened pursuant to order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT")

Ref: Scheme of amalgamation and arrangement amongst Larsen & Toubro Infotech Limited ("Company") and Mindtree Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Proposed Scheme")

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we enclose herewith summary of proceedings, scrutinizer's report and voting results of the meeting of equity shareholders of the Company, which was convened through Video Conference on Wednesday, August 10, 2022 at 11:30 a.m. (IST), pursuant to the order dated June 23, 2022, passed by Hon'ble NCLT, for the purpose of considering, and if thought fit, approving, the Proposed Scheme.

The same is also uploaded on the Company's website at www.Lntinfotech.com/Investors

Kindly take the above intimation on record.

Thanking you,
Yours faithfully,

For Larsen & Toubro Infotech Limited

(Tridib Barat)

Company Secretary & Compliance Officer

Encl.: As above



Larsen & Toubro Infotech Ltd.

Technology Tower 1, Gate No.5, Saki Vihar Road, Powai, Mumbai-400072, India
T +91 22 6776 6776 | F +91 22 2858 1130



A Larsen & Toubro
Group Company

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

www.Lntinfotech.com | E-mail: info@Lntinfotech.com | CIN: L72900MH1996PLC104693

SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF LARSEN & TOUBRO INFOTECH LIMITED CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("Hon'ble NCLT")

Date: August 10, 2022

Time: 11:30 a.m. (IST)

ATTENDEES

Directors & Management

Mr. A. M. Naik [#]	<i>Chairperson appointed for the meeting</i>
Mr. S. N. Subrahmanyam [#]	<i>Alternate Chairperson appointed for the meeting</i>
Mr. R. Shankar Raman [#]	<i>Non-Executive Director</i>
Mr. Sudhir Chaturvedi	<i>Whole-time Director & President-Sales</i>
Mr. Nachiket Deshpande [#]	<i>Whole-time Director & Chief Operating Officer</i>
Mr. Rajnish Kumar	<i>Independent Director & Chairman of Audit Committee</i>
Mr. Sanjeev Aga	<i>Independent Director & Chairman of Nomination and Remuneration Committee</i>
Mrs. Aruna Sundararajan	<i>Independent Director & Chairperson of Stakeholders' Relationship Committee</i>
Mr. Anil Rander [#]	<i>Chief Financial Officer</i>
Mr. Tridib Barat [#]	<i>Company Secretary & Compliance Officer</i>

Others

Mr. Ashish Lalpuria [#]	<i>Practicing Company Secretary – Scrutinizer appointed by Hon'ble NCLT</i>
Mr. Alwyn D'souza	<i>Partner, M/s. Alwyn Jay & Co, Secretarial Auditor</i>
Mr. Gurvinder Singh	<i>Partner, Deloitte Haskins & Sells LLP, Chartered Accountants (statutory auditor)</i>
Mr. Vikram Kumtakar	<i>Director, Deloitte Haskins & Sells LLP, Chartered Accountants (statutory auditor)</i>
Ms. Amruta Rane	<i>Manager, Deloitte Haskins & Sells LLP, Chartered Accountants (statutory auditor)</i>

[#]The above participants joined the meeting in person from the office located in Landmark building, 'A' Wing, Off Andheri-Kurla Road, Chakala, Andheri (East), Mumbai 400 093.

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All other participants joined the meeting through video conference from their respective locations.

117 members attended the meeting *via* video conference ("VC").

Mr. A. M. Naik, Chairperson appointed by the Hon'ble NCLT, commenced proceedings of the meeting, and welcomed the members who had joined the meeting, and mentioned that the meeting was held through VC in terms of the order passed by the Hon'ble NCLT.

He then introduced the Directors, Chief Financial Officer and Company Secretary present in the meeting and acknowledged presence of the Scrutinizer, representatives of the Statutory Auditor and Secretarial Auditor.

Requisite quorum being present, the meeting was called to order. Since the meeting was held through VC, there was no requirement of physical presence of members and requirement of appointing proxies was not applicable.

Chairperson informed the members that copy of the notice dated July 5, 2022 convening the meeting with a copy of the Proposed Scheme together with the explanatory statement thereto was sent to the members by:

- a. e-mail (to those members whose e-mail ID was registered with the Company), and
- b. registered post (to those members whose e-mail ID was not registered with the Company)

An advertisement of the said notice convening the meeting was also published in Financial Express and Loksatta (Mumbai Edition), on July 7, 2022.

With due permission of the members, the notice convening the meeting was taken as read.

Chairperson then addressed the members, *inter-alia*, highlighting the key features of the scheme including its salient features, share exchange ratio, etc.

Thereafter, he requested the Company Secretary to brief the members on the proceedings for the meeting.

Mr. Tridib Barat (Company Secretary) apprised the members on the guidelines for E-voting at the meeting on the resolution, and the start date & time and end date & time for remote e-voting, details of the scrutinizer, submission of voting results and advice to those members who had registered themselves as speaker for the meeting.

Mr. Tridib Barat then handed over the proceedings back to the Chairperson.

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With due permission of the members, Chairperson tabled the agenda item i.e. 'considering, and if thought fit, approving the scheme of amalgamation and arrangement amongst Larsen & Toubro Infotech Limited and Mindtree Limited, and their respective shareholders and creditors' as contained in the notice convening the meeting, and mentioned that since the resolution was already put to vote during the remote e-voting period, no motion for proposing or seconding of the resolution would be moved at the meeting.

Chairperson then opened the floor to the members, to raise queries/questions.

Chairperson along with the Company's management replied to the questions/queries raised by members.

Chairperson then authorised the Chief Financial Officer and the Company Secretary to receive the scrutinizer's report, declare the voting results and intimate the same to the stock exchanges. He informed the members that the e-voting window was open on the NSDL e-voting platform for 15 minutes from the conclusion of proceedings of the meeting, and requested members to cast their votes, in case they had not already cast their vote.

Chairperson concluded the proceedings by thanking all the members and Directors for joining the meeting.

The Meeting concluded at 12:14 p.m. (IST).



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Ashish O. Lalpuria & Co.

Practising Company Secretaries

204, Zee Square, M.G. Road, Opp. Bank of Baroda, Vile Parle (East), Mumbai - 400 057. INDIA.
Tel. : 2612 1371 • Fax : 2611 1371 • Cell : 98204 73932 • Email : ashishlalpuria@yahoo.co.in

SCRUTINIZER'S REPORT

[Pursuant to the directions of the National Company Law Tribunal, Mumbai Bench vide its Order dated June 23, 2022]

To,

Mr. Anilkumar Manibhai Naik

(Non-Executive Chairman of Larsen & Toubro Infotech Limited)

Chairperson appointed by the National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders of Larsen & Toubro Infotech Limited

Sub: Report of the Scrutinizer on the remote e-voting and e-voting at the meeting of Equity Shareholders of Larsen & Toubro Infotech Limited ("Company") convened pursuant to order dated June 23, 2022 of the National Company Law Tribunal, Mumbai Bench on Wednesday, August 10, 2022 at 11:30 a.m. (IST) (1130 hours) through Video Conferencing (VC).

Dear Sir,

The Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**"), vide order dated June 23, 2022 in Company Application No. CA(CAA)/164/MB/2022 ("**Order**"), has *inter alia* directed Larsen & Toubro Infotech Limited (the "**Company**") to convene and hold a meeting of its equity shareholders ("**Equity Shareholders**") for the purpose of considering and, if thought fit, approving the Scheme of Amalgamation and Arrangement amongst the Company and Mindtree Limited, and their respective shareholders and creditors (the "**Scheme**"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**") through Video Conferencing ("**VC**") and/or any other audio-visual means.

As per the directions in the Order and in terms of the notice of the meeting of Equity Shareholders dated July 5, 2022 ("**Notice**"), the meeting of Equity Shareholders was convened and held on Wednesday, August 10, 2022 at 11:30 a.m. (IST) (1130 hours) through VC (the "**Meeting**").

As directed by the Order, the Company had provided its Equity Shareholders the facility to vote on the resolution using an electronic voting system (i) remotely, before the Meeting during the period specified in the Notice ("**remote e-voting**"); and (ii) at the Meeting ("**e-voting at the Meeting**").

I, Ashish O. Lalpuria, Practicing Company Secretary (Membership No. FCS-9381 and CP No.-11155) have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the Meeting on the proposed resolution contained in the Notice.

As the Scrutinizer, I have to scrutinize the process of:

- (i) remote e-voting; and
- (ii) e-voting at the Meeting.



I present the Scrutinizer's Report as follows:

1. The management of the Company is responsible to ensure compliance with the requirements of (i) the relevant provisions of the Act and the rules thereunder; (ii) the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021, further amended on 03 January 2022 vide SEBI circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/003 and on 01 February 2022 vide SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/11 and as amended from time to time relating to schemes of arrangement ("**SEBI Master Circular**"); (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("**LODR**") and (iv) the Order. As per the Order, the quorum for the Meeting is as per the provisions of Section 103 of the Companies Act, 2013 and includes Equity Shareholders present through VC. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.
2. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the Meeting) is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" and those votes which were declared "invalid" with respect to the resolution contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("**NSDL**"), engaged by the Company as its authorised agency to provide facility for remote e-voting and e-voting at the Meeting and attendant papers / documents furnished to me electronically by the Company and/or NSDL for my verification.
3. The Equity Shareholders as on the cut-off date, as specified in the Notice, i.e., Wednesday, August 3, 2022 ("**cut-off date**") were entitled to vote on the resolution as set out in the Notice and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
4. The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent through email & registered post to Equity Shareholders.
5. As directed by the Order, the Company had published advertisements of the Notice in English newspaper viz. Financial Express (Mumbai Edition) and in Marathi newspaper viz. Loksatta (Mumbai Edition) on July 7, 2022 both having wide circulation in Mumbai in the State of Maharashtra.
6. The remote e-voting, in accordance with the rules framed under the Act commenced Saturday, August 6, 2022 at 9:00 a.m. (IST) (Server Time) and ended on Tuesday, August 9, 2022 at 5:00 p.m. (IST) (Server Time) and thereafter the remote e-voting module was disabled and blocked by NSDL.
7. In accordance with the rules framed under the Act, the facility of e-voting was also provided to the Equity Shareholders who were present at the Meeting.
8. After the time fixed for closing of the e-voting at the Meeting by the Chairperson, the electronic system recording the e-voting at the Meeting and remote e-voting was locked by NSDL. The e-votes cast through e-voting at the Meeting and remote e-voting were



unblocked on August 10, 2022 after the conclusion of the Meeting in the presence of two witnesses Mr. Krishnan Mahesh and Mr. Devendra Mogare neither of whom are in the employment of the Company and/or NSDL. They have signed herein below in confirmation of the same. The report on votes cast through e-voting at the Meeting and remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com>. The votes cast through e-voting at the Meeting and remote e-voting were diligently scrutinized. The e-voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company. Details *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>. Based on the report generated by NSDL and relied upon by me, the data relating to e-voting at the Meeting and remote e-voting was scrutinized on test check basis.

9. The resolution as set out in the Notice is reproduced below: -

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India ("**SEBI**") and as amended from time to time ("**SEBI Scheme Circular**"), read with the observation letters dated June 16, 2022 issued by BSE Limited and the National Stock Exchange of India Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") and / or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Amalgamation and Arrangement amongst Larsen & Toubro Infotech Limited and Mindtree Limited and their respective shareholders and creditors (the "**Scheme**"), as per the draft enclosed to this notice, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any



questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”

10. The consolidated results of remote e-voting and e-voting during the Meeting by the Equity Shareholders of the Company, based on the reports generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

(A) Votes cast by public equity shareholders (excluding Promoter & Promoter Group, subsidiaries and associates of the Company) as required under Part I(A)(10)(b) of SEBI Master Circular:

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

Mode of Voting	Number of Public Equity Shareholders	Number of votes cast by Public Equity Shareholders	% of total number of valid votes cast
Remote E-voting	2363	27708355	99.891
E-voting	4	28283	0.102
Total	2367	27736638	99.993



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

Mode of Voting	Number of Public Equity Shareholders	Number of votes cast by Public Equity Shareholders	% of total number of valid votes cast
Remote E-voting	38	1971	0.007
E-voting	0	0	-
Total	38	1971	0.007

(iii) Invalid /Abstain votes: None

(B) Votes cast by Equity Shareholders of the Company:

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

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	2364	157492389	99.981
E-voting	4	28283	0.018
Total	2368	157520672	99.999

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

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	38	1971	0.001
E-voting	0	0	-
Total	38	1971	0.001

(iii) Invalid /Abstain votes: None

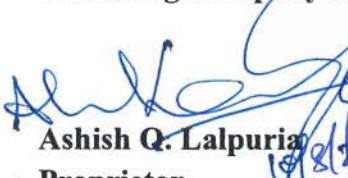
11. Based on the above, I confirm that the resolution has been passed with a majority of persons representing three-fourths in value of Equity Shareholders exercising voting rights in favour through remote e-voting and by way of e-voting at the Meeting as required under (i) the Act and relevant rules thereunder (ii) relevant circulars issued by SEBI and (iii) the Order. The resolution has also been approved by majority of votes, where the votes cast by public equity shareholders in favour of the proposal are more than the number of votes cast by the public equity shareholders against it, as required under SEBI Master Circular. The resolution is deemed to be passed with effect from August 10, 2022.




12. The list of Equity Shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and the physical copies thereof have been handed over to Mr. Tridib Barat, Company Secretary of the Company for safekeeping.

Thanking you,
Yours faithfully,

**For Ashish O. Lalpuria & Co.
Practicing Company Secretary**


Ashish Q. Lalpuria
Proprietor
FCS No.:9381
CP No: 11155



**Scrutinizer for Remote E-voting and
E-voting at the Meeting**

UDIN: F009381D000772321

Signature of Witnesses

1.....
(Name. Krishnan Mahesh)

2.....
(Name. Devendra Mogare)

Countersigned by



Anilkumar Manibhai Naik
Chairperson appointed by Hon'ble
Tribunal for the Equity Shareholders
Meeting

Place: Mumbai
Date: August 10, 2022

Larsen & Toubro Infotech Limited

Resolution Required : (Special)		1 - APPROVAL OF A SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST THE COMPANY, MINDTREE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS							
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	129784034	129784034	100.0000	129784034	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		129784034	100.0000	129784034	0	100.0000	0.0000	0
Public Institutions	E-Voting	28853126	24413096	84.6116	24413096	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		24413096	84.6116	24413096	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	16688276	3325513	19.9272	3323542	1971	99.9407	0.0593	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3325513	19.9272	3323542	1971	99.9407	0.0593	0
Total		175325436	157522643	89.84586	157520672	1971	99.9987	0.0013	0