

LTI/SE/STAT/2022-23/34

May 24, 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: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Postal Ballot Notice (including instructions for remote e-voting and Statement under Section 102 of the Companies Act, 2013) seeking approval of members through remote e-voting in respect of the following matters:

1. Appointment of Mr. James Varghese Abraham (DIN: 02559000) as Independent Director
2. Appointment of Mr. Rajnish Kumar (DIN: 05328267) as Independent Director
3. Appointment of Mr. Vinayak Chatterjee (DIN: 00008933) as Independent Director

The calendar of events for the above Postal ballot activity is as under:

Sr. No.	Event	Date
1	Cut-off date	Friday, May 20, 2022
2	Date of completion of despatch of Postal Ballot Notice	Tuesday, May 24, 2022
3	Start of Voting Period (Date & Time)	Wednesday, May 25, 2022 9:00 A.M. (IST) (Server Time)
4	End of Voting Period (Date & Time)	Thursday, June 23, 2022 5:00 P.M. (IST) (Server Time)



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

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

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





Let's Solve

5	Date of submission of Scrutinizer's Report	On or before Saturday, June 25, 2022
6	Date of announcement of results of Postal Ballot	On or before Saturday, June 25, 2022

Please take the above intimation on record.

Thanking you,

Yours faithfully,
For Larsen & Toubro Infotech Limited

(Tridib Barāt)
Company Secretary & Compliance Officer



Encl: As above.

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A Larsen & Toubro
Group Company



LARSEN & TOUBRO INFOTECH LIMITED

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Corporate Office: Technology Tower 1, Gate No.5, Saki Vihar Road, Powai, Mumbai 400 072

Tel: +91 22 6776 6776; **Fax:** +91 22 2858 1130

E-mail: Investor@Lntinfotech.com ; **Website:** www.Lntinfotech.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that the resolutions as set out below are proposed to be passed by the members of Larsen & Toubro Infotech Limited ("**the Company**") by means of Postal Ballot and by way of remote e-voting process ("**E-voting**") only, pursuant to the provisions of Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions, if any, of the Act and the Rules, read with General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circular**"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), 'Secretarial Standard on General Meetings' issued by the Institute of Company Secretaries of India ("**ICSI**") and other applicable laws, rules and regulations.

SPECIAL BUSINESS

1. **APPOINTMENT OF MR. JAMES VARGHESE ABRAHAM (DIN: 02559000) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. James Varghese Abraham (DIN: 02559000), who was appointed as an Additional Director (Independent Director) with effect from July 18, 2021, pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, who qualifies for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five)

consecutive years commencing from July 18, 2021 upto July 17, 2026;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. **APPOINTMENT OF MR. RAJNISH KUMAR (DIN: 05328267) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajnish Kumar (DIN: 05328267), who was appointed as an Additional Director (Independent Director) with effect from August 26, 2021, pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, who qualifies for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 26, 2021 upto August 25, 2026;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. **APPOINTMENT OF MR. VINAYAK CHATTERJEE (DIN: 00008933) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, pass the following resolutions as **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vinayak Chatterjee (DIN: 00008933), who was appointed as an Additional Director (Independent Director) with effect from April 1, 2022, pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, who qualifies for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from April 1, 2022, upto March 31, 2027;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
For **Larsen & Toubro Infotech Limited**

May 17, 2022
Mumbai

(**Tridib Barat**)
Company Secretary and Compliance Officer

Notes:

- a) The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') forms part of this Notice.
- b) **Electronic dissemination of Notice / E-voting:** Due to the COVID-19 pandemic and in accordance with the MCA Circular, this Postal Ballot Notice is being sent by electronic mode only, to those members whose name is recorded in the Register of Members or in the List of Beneficial Owners provided by the Depositories as on **Friday, May 20, 2022 ("Cut-off date")** and whose e-mail address is registered with the Company/ Depositories, as the case may be. In view of the above, physical copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members and there is no provision for voting using physical copy of the Postal Ballot forms. This Postal Ballot Notice shall be available on the Company's website at: <https://www.intinfotech.com/investors> and also on the website of the Stock Exchanges i.e. BSE Limited at: www.bseindia.com and The National Stock Exchange of India Limited at: www.nseindia.com and on website of NSDL at <https://www.evoting.nsdl.com>.
- c) Members may give their assent or dissent to the proposed resolutions via remote e-voting process only.
- d) **Registration of E-mail ID by the members:**
Members who have not yet registered/updated their email-ID are requested to register/update the same in the records of the Company/Depository, as the case may be, in the following manner:
 - Members holding shares in DEMAT Form:
E-mail ID can be updated through their respective Depository Participant(s)
 - Members holding shares in Physical Form :
E-mail ID can be updated through the Company's RTA i.e. Link Intime India Private Limited
- e) **E-Voting:**
 - In compliance with the provisions of the Act, MCA Circular and the SEBI Listing Regulations, the Company has extended to the members (whether holding shares in physical or in dematerialized form), the facility to exercise their right to vote on the resolutions proposed in this Postal Ballot Notice by electronic means i.e. through e-voting services provided by National Securities Depository Limited ("**NSDL**").
 - Any person whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the Depositories, as on the Cut-off date, shall be entitled to avail the facility of remote e-voting. Any person who is not a Member

as on the Cut-off date should treat this Notice for information purpose only.

- Voting rights of the Members/Beneficial owners shall be reckoned basis the paid-up value of equity shares held by them as on the Cut-off date. Once the vote has been cast by the member, the member would not be allowed to change it subsequently.
- **The e-voting period will commence on Wednesday, May 25, 2022 at 9:00 a.m. (IST) (Server Time) and end on Thursday, June 23, 2022 at 5:00 p.m. (IST) (Server Time).** During this period, members holding shares, as on the Cut-off date, either in physical form or in dematerialized form, may cast their vote electronically by accessing the NSDL website at <https://www.evoting.nsdl.com/>. The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to read and follow the e-voting instructions carefully as provided in this Notice.
- The resolutions, if approved by the members, shall be deemed to have been passed on the last date of e-voting i.e. **Thursday, June 23, 2022.**
- **Inspection of Documents:** All the documents referred to in this Postal Ballot Notice, shall be available for inspection by the members electronically and without any fee, till the last date

of e-voting. Request in this regard may be sent at: Investor@Lntinfotech.com.

f) **Declaration of Voting Results:**

- The Company has appointed Ms. Krupa Joisar, Practising Company Secretary (Membership No. FCS 11117 and Certificate of Practice No. 15263) as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
- After conclusion of the e-voting period, 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 two working days after conclusion of the e-voting period in accordance with Regulation 44(3) of SEBI Listing Regulations.
- The voting results along with the Scrutinizer's report, will be hosted on the Company's website <https://www.lntinfotech.com/investors/>, website of NSDL, <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and Corporate Office, and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

g) **Manner for e-voting by members in respect of matters proposed for approval through this Postal ballot is outlined hereunder:**

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





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" 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 "Access to e-Voting" 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 https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 above mentioned website.
- Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which

is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your 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 email 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'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

Step 2: Cast your vote electronically on NSDL e-Voting system

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

1. 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

1. 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available under the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the Depositories for procuring User id and password and registration of e mail id for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@Intinfotech.com
2. In case shares are held in demat mode, please provide DP Id-Client Id (16 digit DP Id + Client Id or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@Intinfotech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

The following statement sets out the material facts relating to Special Business as outlined in the accompanying Notice.

Item No. 1

The Board of Directors of the Company at their meeting held on July 15, 2021, upon recommendation of the Nomination and Remuneration Committee ("**NRC**") and subject to approval of the members of the Company, approved the appointment of Mr. James Varghese Abraham (DIN: 02559000) as an Additional Director of the Company, also designated as Independent Director, with effect from July 18, 2021 for a term of five consecutive years upto July 17, 2026.

In terms of Regulation 17 of SEBI Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought to the appointment of Mr. James Varghese Abraham as Independent Director.

Mr. James Varghese Abraham has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has also received following declarations from Mr. James Varghese Abraham:

- (i) consent in writing to act as Director of the Company;
- (ii) confirmation that he is not disqualified under Section 164(2) of the Act; and
- (iii) declaration that he is not debarred from holding the office of Director pursuant to any order passed by the Ministry of Corporate Affairs/Securities and Exchange Board of India (SEBI) or any such statutory authority, and that he is not put on the restrictive list published by Reserve Bank of India.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying intention to propose the candidature of Mr. James Varghese Abraham for the office of Director of the Company.

Amongst others, strategy & planning, governance, risk management and compliance have been identified as the skill required for this role. In the opinion of the Board of Directors, Mr. James Varghese Abraham fulfils the conditions for appointment as Independent Director as prescribed under the Act and the SEBI Listing Regulations. The Board of Directors also consider that Mr. James Varghese Abraham is independent of the management of the Company and possesses the relevant skills, expertise and knowledge. In view of the above, the association with Mr. James Varghese Abraham is likely to benefit the Company.

Brief profile and other details of Mr. James Varghese Abraham as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as

Annexure - 1.

A copy of the letter of appointment setting out the terms and conditions of appointment of Mr. James Varghese Abraham shall be available for electronic inspection by Members without any fee.

Save and except Mr. James Varghese Abraham, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolutions set out under Item No. 1 of this Notice.

The Board of Directors commend the Special Resolution for appointment of Mr. James Varghese Abraham as Independent Director for approval by the members.

Item No. 2

The Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee ("**NRC**") and subject to approval of the members of the Company, approved the appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Additional Director of the Company, also designated as Independent Director, with effect from August 26, 2021 for a term of five consecutive years upto August 25, 2026.

In terms of Regulation 17 of SEBI Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought to the appointment of Mr. Rajnish Kumar as Independent Director.

Mr. Rajnish Kumar has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has also received following declarations from Mr. Rajnish Kumar:

- (i) consent in writing to act as Director of the Company;
- (ii) confirmation that he is not disqualified under Section 164(2) of the Act; and
- (iii) declaration that he is not debarred from holding the office of Director pursuant to any order passed by the Ministry of Corporate Affairs/Securities and Exchange Board of India (SEBI) or any such statutory authority, and that he is not put on the restrictive list published by Reserve Bank of India.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying intention to propose the candidature of Mr. Rajnish Kumar for the office of Director of the Company.

Amongst others, leadership capabilities, relevant experience and expertise in accounts, audit, finance, governance & compliance have been identified as the skills required for this role. In the opinion of the Board of Directors, Mr. Rajnish Kumar fulfils the conditions for appointment as Independent Director as prescribed under the Act and the SEBI Listing Regulations. The Board of Directors also consider that Mr. Rajnish Kumar is independent of the management of the Company and possesses the relevant skills, expertise and knowledge. In view of the above, the association with Mr. Rajnish Kumar is likely to benefit to the Company.

Brief profile and other details of Mr. Rajnish Kumar as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

A copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Rajnish Kumar shall be available for electronic inspection by Members without any fee.

Save and except Mr. Rajnish Kumar, none of the other Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested, financially or otherwise, in the resolutions set out under Item No. 2 of this Notice.

The Board of Directors commend the Special Resolution for appointment of Mr. Rajnish Kumar as Independent Director for approval by the members.

Item No. 3

The Board of Directors of the Company at their meeting held on January 19, 2022, upon recommendation of the Nomination and Remuneration Committee ("**NRC**") and subject to approval of the members of the Company, approved the appointment of Mr. Vinayak Chatterjee (DIN: 00008933) as an Additional Director of the Company, also designated as Independent Director, with effect from April 1, 2022 for a term of five consecutive years upto March 31, 2027.

In terms of Regulation 17 of SEBI Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought to the appointment of Mr. Vinayak Chatterjee as Independent Director.

Mr. Vinayak Chatterjee has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has also received following declarations from Mr. Vinayak Chatterjee:

- (i) consent in writing to act as Director of the Company;
- (ii) confirmation that he is not disqualified under Section 164(2) of the Act; and
- (iii) declaration to the effect that he is not debarred from holding the office of Director pursuant to any order passed by the Ministry of Corporate Affairs/Securities and Exchange Board of India (SEBI) or any such statutory authority, and that he is not put on the restrictive list published by Reserve Bank of India.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying intention to propose the candidature of Mr. Vinayak Chatterjee for the office of Director of the Company.

The Nomination and Remuneration Committee has identified amongst others, relevant experience and expertise in client management, stakeholder engagement and industry advocacy as the skills required for this role. In the opinion of the Board of Directors, Mr. Vinayak Chatterjee fulfils the conditions for appointment as Independent Director as prescribed under the Act and the SEBI Listing Regulations. The Board of Directors also consider that Mr. Vinayak Chatterjee is independent of the management of the Company and possesses the relevant skills, expertise and

knowledge. In view of the above, the association with Mr. Vinayak Chatterjee is likely to benefit the Company.

Brief profile and other details of Mr. Vinayak Chatterjee as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

A copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Vinayak Chatterjee shall be available for electronic inspection by Members without any fee.

Save and except Mr. Vinayak Chatterjee, none of the other Directors/Key Managerial Personnel of the Company/ their

relatives are concerned or interested, financially or otherwise, in the resolutions set out under Item No. 3 of this Notice.

The Board of Directors commend the Special Resolution for appointment of Mr. Vinayak Chatterjee as Independent Director, for approval by the members.

By order of the Board of Directors
For **Larsen & Toubro Infotech Limited**

May 17, 2022

Mumbai

(Tridib Barat)

Company Secretary and Compliance Officer

ANNEXURE - 1 TO THE POSTAL BALLOT NOTICE DATED MAY 17, 2022

Details of Directors seeking appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name of the Director	Mr. James Abraham	Mr. Rajnish Kumar	Mr. Vinayak Chatterjee
Relevant Item No. of the Notice	1	2	3
Age (in Years)	57	64	62
Qualification	MBA (Palmer Scholar) from the Wharton School; MA (International Relations) from Johns Hopkins; and Post-Graduate in Electrical Engineering from the University of Waterloo	Certified Associate of Indian Institute of Bankers of Indian Institute of Banking and Finance; Post-graduate in Physics from Meerut University	MBA from Indian Institute of Management, Ahmedabad and Graduation in Economics (Hons.) from St. Stephen's College, Delhi University
Experience and nature of expertise in specific functional area (brief resume)	Has more than 30 years of experience and expertise as management leader.	Has more than 40 years of experience and expertise in banking.	Has more than 40 years of experience in areas of infrastructure policy, planning and implementation and strategic advisory role.
Date of first appointment on the Board	Effective from July 18, 2021	Effective from August 26, 2021	Effective from April 1, 2022
Terms and conditions of appointment	Appointed as Independent Director, not liable to retire by rotation w.e.f. July 18, 2021	Appointed as Independent Director, not liable to retire by rotation w.e.f. August 26, 2021	Appointed as Independent Director, not liable to retire by rotation w.e.f. April 1, 2022
Details of remuneration paid during FY22	Sitting fee – INR 1.75 lacs and profit-related commission – INR 7.75 lacs	Sitting fee – INR 2.00 lacs and profit-related commission – INR 8.75 lacs	Not Applicable (Appointed on April 1, 2022)
Details of remuneration (proposed to be paid)	Independent Directors are paid sitting fee for attending meetings of the Board /Committees (including reimbursement of expenses for participating in the Board/Committee meetings) and profit-related commission as may be decided by the NRC and/or the Board	Independent Directors are paid sitting fee for attending meetings of the Board /Committees (including reimbursement of expenses for participating in the Board/Committee meetings) and profit-related commission as may be decided by the NRC and/or the Board	Independent Directors are paid sitting fee for attending meetings of the Board /Committees (including reimbursement of expenses for participating in the Board/Committee meetings) and profit-related commission as may be decided by the NRC and/or the Board
Shareholding in the Company (number of shares as on May 17, 2022)	Nil	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel (inter-se)	None	None	None
Number of Board Meetings attended during FY-22	3 out of 6 (Attended all meetings since appointment on Board)	3 out of 6 (Attended all meetings since appointment on Board)	Not Applicable (Appointed on April 1, 2022)
Directorships held in other public companies (excluding foreign and private companies as on May 17, 2022)	Nil	1.Hero MotoCorp Limited	1. Apollo Hospitals Enterprise Limited 2. Indraprastha Medical Corporation Limited 3. ACC Limited 4. KEC International Limited

Name of the Director	Mr. James Abraham	Mr. Rajnish Kumar	Mr. Vinayak Chatterjee
Membership/ Chairmanship of committees in all other companies as on May 17, 2022[#]	Member of Audit Committee: 1. Vistaar Financial Services Private Limited	Nil	Member of Audit Committee: 1. Apollo Hospitals Enterprise Limited 2. ACC Limited
Name of listed companies from which Director has resigned in past three years	None	None	SRF Limited

[#] Includes membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee only.