



Let's Solve

LTI/SE/STAT/2022-23/36

May 25, 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: Annual Secretarial Compliance Report for the year ended March 31, 2022**

Pursuant to Regulation 24(A)(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report dated May 25, 2022, issued by M/s. Alwyn Jay & Co., Practising Company Secretaries for the year ended March 31, 2022.

Please take the above on records.

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

**Registered Office:** L&T House, Ballard Estate, Mumbai 400 001, India  
www.Lntinfotech.com | E-mail: info@Lntinfotech.com | CIN: L72900MH1996PLC104693



A Larsen & Toubro  
Group Company

# Alwyn Jay & Co. Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

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: 022-79629822 ; Mob: 09820465195; 09819334743  
Email : [alwyn@alwynjay.com](mailto:alwyn@alwynjay.com) Website: [www.alwynjay.com](http://www.alwynjay.com)

## Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2022 of Larsen & Toubro Infotech Limited (CIN: L72900MH1996PLC104693)

**We, Alwyn Jay & Co., Company Secretaries have examined:**

- (a) all the documents and records made available to us and explanation provided by **Larsen & Toubro Infotech Limited** (hereinafter called “the Company”),
- (b) the filings/submissions made by the Company to the Stock Exchanges,
- (c) website of the Company,
- (d) other relevant documents/filing(s), relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder and
- (b) the Securities Contract (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, as amended from time to time, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018. - **Not applicable to the Company during the Review Period.**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011.
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company during the Review Period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the Company during the Review Period.**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not applicable to the Company during the Review Period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015.
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable to the Company during the Review Period.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Delay in compliance with Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	During the period under review, there was a delay in compliance with Regulation 17(1) of	The Company appointed Mr. James Abraham and Mr. Rajnish Kumar as Independent Directors

	Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Board composition in relation to appointment of Independent Directors.	on its Board w.e.f. 18 <sup>th</sup> July, 2021 and 26 <sup>th</sup> August, 2021, respectively.  Further, the Company has paid fine 'under protest' aggregating to INR 12,39,000/- (including GST) to each BSE Limited and The National Stock Exchange of India Limited, which was calculated upto 25 <sup>th</sup> August, 2021 i.e. the date of curing the non-compliance.
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(b) The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of action were taken against the Company/ its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circular/guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, if any
1.	BSE Limited and The National Stock Exchange of India Limited	During the period under review, there was a delay in compliance with Regulation 17(1) of Securities and	During the Review Period, notices were issued to the Company by BSE Limited and The National Stock Exchange of India	As mentioned in point (a) above

	Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Board composition in relation to appointment of Independent Directors.	Limited levying fine for delay in compliance with Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	
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- (d) The Company has taken the following actions to comply with the observation made in previous reports: **Not Applicable**
- (e) The reporting of clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019, on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable to the Company during the period under review.

Place : Mumbai  
Date : 25<sup>th</sup> May, 2022

**ALWYN JAY & Co.**  
Company Secretaries



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

[ Jay D'Souza FCS.3058 ]  
(Partner)  
[ Certificate of Practice No.6915 ]  
[UDIN : F003058D000385121]

**Note:** This report is to be read with our letter of even date which is enclosed as Annexure A and forms an integral part of this report.

## Annexure A

To

The Members,

**Larsen & Toubro Infotech Limited**

Our Secretarial Compliance Report of even date is to be read along with this letter.

1. The compliance of provisions of all regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made thereunder applicable to **Larsen & Toubro Infotech Limited** (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Compliance Report.
2. Maintenance of secretarial and other records under regulations, circulars and guidelines prescribed under the SEBI Act and the SCRA and rules made thereunder is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Compliance Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. Further part of the verification was done on the basis of electronic data provided to us by the Company due to COVID-19 lockdown and on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Compliance Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.

6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai

Date : 25<sup>th</sup> May, 2022

**ALWYN JAY & Co.**

Company Secretaries



A handwritten signature in blue ink, appearing to read "Jay D'Souza".

Office Address :

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

[ Jay D'Souza FCS.3058 ]

(Partner)

[ Certificate of Practice No.6915]

[UDIN : F003058D000385121]

