



Let's Solve



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LTI/SE/STAT/2017-18/76

August 24, 2017

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

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
BSE Script Code: 540005

Dear Sirs,

**Re: Shareholders' Meeting of the Company convened by the National Company Law
Tribunal, Mumbai Bench ('NCLT') held on 24th August 2017**

This is to inform you that shareholders' meeting ('NCLT convened meeting') of the Company convened by NCLT held on 24th August 2017 at 2:15 p.m. at St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai - 400050.

Enclosed please find the following disclosures:

1. Voting results in respect of the business conducted at the NCLT convened meeting, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') along with the Scrutinizer's Report are enclosed as **Annexure A** and **Annexure B**, respectively.
2. Summary of proceedings of the shareholders' meeting, as required under Regulation 30, Part A of Schedule III of SEBI LODR Regulations is enclosed as **Annexure C**.

Please take note of the same and acknowledge receipt.

Thanking You,

Yours sincerely,

For Larsen & Toubro Infotech Limited

Manoj Koul
Company Secretary and Compliance Officer
(M.No. ACS16902)



Larsen & Toubro Infotech Ltd.

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

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

www.Lntinfotech.com | E-mail: info@Lntinfotech.com | CIN: U72900MH1996PLC104693



**A Larsen & Toubro
Group Company**

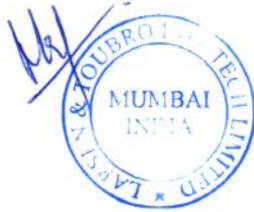
**Voting results as per Regulation 44(3) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

S.N.	Particulars	Details
1	Date of the Shareholders Meeting convened by the NCLT	Thursday, August 24, 2017
2	Record Date	July 20, 2017
3	Total number of shareholders as on record date	134,354
4	Number of shareholders present in the meeting either in person or through proxy: a. Promoters & Promoter Group: b. Public:	1 42
5	Number of shareholders attended the meeting through Video Conferencing: a. Promoters & Promoter Group: b. Public:	Not Applicable



Larsen & Toubro Infotech Limited

Resolution Required : (Special)		1 - Approval of Scheme of Amalgamation between AugmentIQ Data Sciences Private Limited ('Transferor Company') and Larsen & Toubro Infotech Limited ('Transferee Company' or 'Applicant Company') under Sections 230-232 of the Companies Act, 2013.						
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	143750000	143750000	100.0000	143750000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		143750000	100.0000	143750000	0	100.0000	0.0000
Public Institutions	E-Voting	13025455	4820238	37.0063	4820238	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4820238	37.0063	4820238	0	100.0000	0.0000
Public Non Institutions	E-Voting	13833751	806140	5.8273	805880	260	99.9677	0.0323
	Poll		1325801	9.5838	1325801	0	100.0000	0.0000
	Postal Ballot		9483	0.0685	9383	100	98.9455	1.0545
	Total		2141424	5.8958	2141064	360	99.9559	0.0441
Total		170609206	150711662	88.3374	150711302	360	99.9998	0.0002



CONSOLIDATED SCRUTINIZER'S REPORT

ON

**The Postal Ballot, Remote E-voting and Electronic Voting
conducted at the meeting of Equity Shareholders of Larsen
& Toubro Infotech Limited convened by the National
Company Law Tribunal, Mumbai Bench on Thursday
August 24, 2017.**

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

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ALWYN D'SOUZA & CO.
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Report of the Scrutinizer

To,

The Chairman

of the Meeting of the Equity Shareholders of Larsen & Toubro Infotech Limited Convened by the National Company Law Tribunal held on Thursday, August 24, 2017 at 2.15 p.m. at St. Andrew's Auditorium, Inside Andrew's College Premises, St. Dominic Rd, St. Sebastian Colony, Bandra West, Mumbai - 400050 .

Dear Sir,

Sub: Consolidated Report of Scrutinizer on the results of voting conducted through Postal Ballot, Remote e-voting and the Electronic Voting conducted at the meeting of the Equity Shareholders of Larsen & Toubro Infotech Limited Convened by the National Company Law Tribunal on Thursday, August 24, 2017 at 2.15 p.m.

I, Alwyn D'souza of M/s. Alwyn D'souza & Co., Company Secretaries, Mumbai, was appointed by the National Company Law Tribunal ("NCLT") vide its order dated July 6, 2017 as the Scrutinizer for the purpose of scrutinizing the voting done through Postal Ballot, Remote E-voting and Electronic Voting System (through tablets) at the venue of National Company Law Tribunal Convened Meeting of the Equity Shareholders of the **Larsen & Toubro Infotech Limited** (CIN: U72900MH1996PLC104693], ("the Company") held on Thursday, August 24, 2017 at 2.15 p.m. at St. Andrew's Auditorium, Inside Andrew's College Premises, St. Dominic Rd, St. Sebastian Colony, Bandra West, Mumbai - 400050 on the resolution seeking shareholders approval to the Scheme of Amalgamation between AugmentIQ Data Sciences Private Limited ('Transferor Company') and Larsen & Toubro Infotech Limited ('Transferee Company' or 'Applicant Company') under Sections 230-232 of the Companies Act, 2013 in terms of Notice dated July 12, 2017, convening the said meeting.

In terms of Sections 108, 110 read with Sections 230 and 232 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings and as per the directions issued by the NCLT the Company has provided Postal Ballot, Remote E-voting and Electronic Voting System (through tablets) at the venue of the NCLT convened meeting.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, Secretarial Standards, applicable NCLT Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through Postal Ballot, Remote E-voting and Electronic Voting System (through tablets) at the venue by the shareholders on the resolutions proposed is the responsibility of the management. My responsibility as a scrutinizer is 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 based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited ('CDSL') and the reports generated by R&T Agents, M/s. Link Intime India Private Limited.

I do hereby submit my consolidated report as under:

1. The Company has completed the dispatch of notice of the meeting along with the relevant annexures referred thereto including postal ballot form to the Equity Shareholders as on June 9, 2017 .
2. The Equity Shareholders holding shares as on July 20, 2017, "Cut-off date/relevant date" were entitled to vote electronically on the resolutions stated in the Notice calling General Meeting of the Company.
3. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.00 p.m. on Wednesday, August 23, 2017 were diligently scrutinized and reconciled with the records maintained by the Company through their Registrar and Share Transfer Agents M/s. Link Intime India Private Limited and the authorisations lodged with the Company.
4. The Company had availed the remote e-voting facility from Central Depository Services (India) Limited ('CDSL') for conducting remote e-voting and electronic voting at the venue by the shareholders of the Company
5. The remote e-voting period commenced on Monday, July 24, 2017 at 9.00 a.m. and end on Wednesday, August 23, 2017 at 5.00 p.m.
6. At the National Company Law Tribunal Convened Meeting held on Thursday August 24, 2017, 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 Postal Ballot and Remote e-Voting to record their votes on the resolutions to be passed.

7. I then counted the votes cast through Postal Ballot and unblocked the votes casts through remote e-voting and electronic voting (through tablets) on August 24, 2017 around 2.30 p.m. and downloaded the voting data in the presence of two witnesses who are not in the employment of the Company.
8. The Postal Ballot forms and the e-voting including votes castes through electronic voting system (through tablets) done, which are incomplete and/or which are otherwise found to be defective have been treated as invalid.
9. I hereby submit a consolidated scrutinizer's report as under.

The following resolution seeking Shareholder approval for the Scheme of Amalgamation pursuant Sections 230 to 232 of the Companies Act, 2013 of AugmentIQ Data Sciences Private Limited ('Transferor Company') with Larsen & Toubro Infotech Limited ('Transferee Company') was put to vote:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal') and subject to 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 prescribed or imposed by the Hon'ble Tribunal, or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 arrangement embodied in the Scheme of Amalgamation of AugmentIQ Data Sciences Private Limited with Larsen & Toubro Infotech Limited ('Scheme'), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept

such modifications, amendments, limitations and/ or conditions, if any, which may be required and/ or imposed by the Hon'ble Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/ or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, or withdraw the Scheme without any further shareholders' approval at any point, as the Board may deem fit and proper."

(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
Postal Ballot Voting	183	9383	-
Remote e-Voting	382	149376118	-
Electronic voting at the Venue	17	1325801	-
TOTAL	582	150711302	100.00

(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
Postal Ballot Voting	5	100	-
Remote e-Voting	11	260	-
Electronic voting at the Venue	0	0	-
TOTAL	16	360	0.00

(iii) Invalid /abstain votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot Voting	20	687
Remote e-Voting	0	0
Electronic voting at the Venue	0	0
TOTAL	20	687

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Based on the foregoing, the above Resolution shall be deemed to have been passed with the requisite majority.

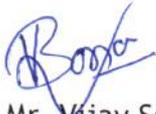
10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the proposal is enclosed.
11. The postal ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board 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 : August 24, 2017

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (<https://www.evotingindia.com/>) in our presence at 2.30 P.M on Thursday, August 24, 2017 at the venue of the NCLT Convened meeting of the Company.



Mr. Vijay Sonone
507, E3, Lokdhara Phase III, Lokdhara,
Kalyan 421306



Mr. Binod Singh
G-1, Shram Saphlya, A Wing, Sheetal
Nagar, Mira Road (E) Thane 401107

Countersigned by:

For Larsen & Toubro Infotech Limited



Mr. Manoj Koul
Company Secretary

**SUMMARY OF THE PROCEEDINGS OF THE MEETING CONVENED BY
THE NATIONAL COMPANY LAW TRIBUNAL ('NCLT')**

The meeting convened by the NCLT, Mumbai Bench ('Meeting') of the shareholders of Larsen & Toubro Infotech Limited (the 'Company') was held on Thursday, August 24, 2017 at 2:15 p.m. at St. Andrew's Auditorium, St. Dominic Rd, Bandra West, Mumbai - 400 050.

The following resolution set out in the Notice dated July 12, 2017 convening the Meeting was proposed and seconded by the shareholders:

Item No.	Details of the Resolution	Resolution Required
1.	Approval of Scheme of Amalgamation between AugmentIQ Data Sciences Private Limited ('Transferor Company') and Larsen & Toubro Infotech Limited ('Transferee Company' or 'Applicant Company') under Section 230-232 of the Companies Act, 2013.	Requisite Majority

The Chairman informed that Mr. Alwyn D'Souza of M/s. Alwyn D'Souza & Co., Practicing Company Secretaries (Membership No. FCS 5559) was the scrutinizer appointed by the NCLT to supervise the remote e-voting, postal ballot and electronic voting at the Meeting.

The Chairman informed the shareholders that the facility of remote e-voting and postal ballot was available till 5:00 pm of August 23, 2017 and further the facility for electronic voting was provided at the Meeting venue. The Chairman requested the shareholder who were present at the Meeting and had not cast their votes by remote e-voting and postal ballot could cast their votes at the Meeting.

The Chairman then invited the shareholders to express their own views, give suggestions and make enquires on the proposal as set out in the Notice of the Meeting. No queries were raised by the shareholders.

The Chairman thanked the shareholders for attending and participating in the Meeting and requested them to vote.

The scrutinizers report was received on August 24, 2017 and resolution as set out in the Notice was declared as passed with requisite majority. 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 and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.

Thanking You,

Yours sincerely,

For Larsen & Toubro Infotech Limited


Manoj Koul

**Company Secretary and Compliance Officer
(M. No. ACS 16902)**



Larsen & Toubro Infotech Ltd.

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