

LTIL/SE/STAT/2017-18/77

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: 21st Annual General Meeting of the Company held on 24th August 2017

This is to inform you that 21st Annual General Meeting ('AGM') of the Company was held on 24th August 2017 at 3:00 p.m. at St. Andrews Auditorium, St. Dominic Road, Bandra (West), Mumbai - 400050.

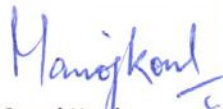
Enclosed please find the following disclosures:

1. Voting results in respect of the business conducted at the AGM, 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 AGM, as required under Regulations 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.

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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: U72900MH1996PLC104693



**A Larsen & Toubro
Group Company**

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

S.N.	Particulars	Details
1	Date of the AGM	Thursday, August 24, 2017
2	Book Closure Dates	August 18, 2017 to August 24, 2017 (Both days inclusive)
3	Total number of shareholders as on record date	132,378
4	Number of shareholders present in the meeting either in person or through proxy: a. Promoters & Promoter Group: b. Public:	1 64
5	Number of shareholders attended the meeting through Video Conferencing: a. Promoters & Promoter Group: b. Public:	Not Applicable



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)		1 - Adoption of audited financial statements for the year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the Reports of the Auditors thereon for the year ended March 31, 2017.						
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	13307724	5215018	39.1879	5215018	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		5215018	39.1879	5215018	0	100.0000	0.0000
Public Non Institutions	E-Voting	14018251	806195	5.7510	806095	100	99.9876	0.0124
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2356245	16.8084	2356145	100	99.9958	0.0042
Total		171075975	151321263	88.4527	151321163	100	99.9999	0.0001



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)		2 - Final Dividend on equity shares of the Company for the financial year 2016-17.						
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	13307724	5215018	39.1879	5215018	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		5215018	39.1879	5215018	0	100.0000	0.0000
Public Non Institutions	E-Voting	14018251	819201	5.8438	819141	60	99.9927	0.0073
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369251	16.9012	2369191	60	99.9975	0.0025
Total		171075975	151334269	88.4603	151334209	60	100.0000	0.0000



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)

3 - Appoint Mr. S. N. Subrahmanyan (DIN: 02255382) as a Director liable to retire by rotation.

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

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	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	13307724	5215018	39.1879	5113233	101785	98.0482	1.9518
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5215018	39.1879	5113233	101785	98.0482	1.9518
Public Non Institutions	E-Voting	14018251	819181	5.8437	798468	20713	97.4715	2.5285
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2348518	20713	99.1258	0.8742
Total		171075975	151334249	88.4603	151211751	122498	99.9191	0.0809



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)

4 - Appoint Mr. A. M. Naik (DIN: 00001514) as a Director liable to retire by rotation.

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

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	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	13307724	5215018	39.1879	5204737	10281	99.8029	0.1971
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5215018	39.1879	5204737	10281	99.8029	0.1971
Public Non Institutions	E-Voting	14018251	819181	5.8437	766721	52460	93.5960	6.4040
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2316771	52460	97.7858	2.2142
Total		171075975	151334249	88.4603	151271508	62741	99.9585	0.0415



Larsen & Toubro Infotech Limited

5 - Appoint M/s. B. K. Khare & Co. as Statutory Auditors of the Company.

Resolution Required : (Ordinary)

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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
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	13307724	5215018	39.1879	5215018	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		5215018	39.1879	5215018	0	100.0000	0.0000
Public Non Institutions	E-Voting	14018251	819181	5.8437	815784	3397	99.5853	0.4147
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2365834	3397	99.8566	0.1434
Total		171075975	151334249	88.4603	151330852	3397	99.9978	0.0022



Larsen & Toubro Infotech Limited

Resolution Required : (Special)

6 - Re-appoint Mr. Samir Desai (DIN: 01182256) as an Independent Director.

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	13307724	5215018	39.1879	3763219	1451799	72.1612	27.8388
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5215018	39.1879	3763219	1451799	72.1612	27.8388
Public Non Institutions	E-Voting	14018251	819161	5.8435	767929	51232	93.7458	6.2542
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369211	16.9009	2317979	51232	97.8376	2.1624
Total		171075975	151334229	88.4602	149831198	1503031	99.0068	0.9932



Larsen & Toubro Infotech Limited								
Resolution Required : (Special)		7 - Re-appoint Mr. M. M. Chitale (DIN: 00101004) as an Independent Director.						
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	13307724	5181018	38.9324	5116114	64904	98.7473	1.2527
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5181018	38.9324	5116114	64904	98.7473	1.2527
Public Non Institutions	E-Voting	14018251	819181	5.8437	781408	37773	95.3889	4.6111
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2331458	37773	98.4057	1.5943
Total		171075975	151300249	88.4404	151197572	102677	99.9321	0.0679



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)

8 - Appoint Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director.

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	13307724	5215018	39.1879	5088074	126944	97.5658	2.4342
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5215018	39.1879	5088074	126944	97.5658	2.4342
Public Non Institutions	E-Voting	14018251	819174	5.8436	780584	38590	95.2892	4.7108
	Poll		1550050	11.0574	1549840	210	99.9865	0.0135
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369224	16.9010	2330424	38800	98.3623	1.6377
Total		171075975	151334242	88.4603	151168498	165744	99.8905	0.1095



Larsen & Toubro Infotech Limited								
Resolution Required : (Ordinary)		9 - Appoint Mr. Sudip Banerjee (DIN: 05245757) as an Independent Director.						
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	13307724	5215018	39.1879	5150114	64904	98.7554	1.2446
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5215018	39.1879	5150114	64904	98.7554	1.2446
Public Non Institutions	E-Voting	14018251	819181	5.8437	818089	1092	99.8667	0.1333
	Poll		1550050	11.0574	1549840	210	99.9865	0.0135
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2367929	1302	99.9450	0.0550
Total		171075975	151334249	88.4603	151268043	66206	99.9563	0.0437



Larsen & Toubro Infotech Limited								
Resolution Required : (Ordinary)		10 - Approve revision in remuneration of Mr. Sanjay Jalona (DIN: 07256786), Chief Executive Officer and Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	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	13307724	5215018	39.1879	5215018	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		5215018	39.1879	5215018	0	100.0000	0.0000
Public Non Institutions	E-Voting	14018251	819181	5.8437	805003	14178	98.2692	1.7308
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2355053	14178	99.4016	0.5984
Total		171075975	151334249	88.4603	151320071	14178	99.9906	0.0094



Larsen & Toubro Infotech Limited								
Resolution Required : (Ordinary)		11 - Appoint Mr. Aftab Zaid Ullah (DIN: 05165334) as a Whole-time Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	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	13307724	5215018	39.1879	3618530	1596488	69.3867	30.6133
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5215018	39.1879	3618530	1596488	69.3867	30.6133
Public Non Institutions	E-Voting	14018251	819181	5.8437	806045	13136	98.3964	1.6036
	Poll		1550050	11.0574	1549840	210	99.9865	0.0135
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2355885	13346	99.4367	0.5633
Total		171075975	151334249	88.4603	149724415	1609834	98.9362	1.0638



Larsen & Toubro Infotech Limited

Resolution Required : (Ordinary)		12 - Appoint Mr. Sudhir Chaturvedi (DIN: 07180115) as a Whole-time Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	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	13307724	5215018	39.1879	3618530	1596488	69.3867	30.6133
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5215018	39.1879	3618530	1596488	69.3867	30.6133
Public Non Institutions	E-Voting	14018251	819181	5.8437	818014	1167	99.8575	0.1425
	Poll		1550050	11.0574	1550050	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2369231	16.9011	2368064	1167	99.9507	0.0493
Total		171075975	151334249	88.4603	149736594	1597655	98.9443	1.0557



COMBINED SCRUTINIZER'S REPORT

on

**Remote e-Voting & Electronic Voting conducted
at the 21st Annual General Meeting of
Larsen & Toubro Infotech Limited
held 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

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.
COMPANY SECRETARIES

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

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Combined Scrutinizer's Report on Remote e-Voting & Electronic Voting conducted at the 21st Annual General Meeting of Larsen & Toubro Infotech Limited, held on Thursday August 24, 2017

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

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

Dear Sir,

I, Alwyn D'souza of M/s. Alwyn D'souza & Co., Company Secretaries, Mumbai, appointed by the Board of Directors of **Larsen & Toubro Infotech Limited** ("the Company") as the Scrutinizer for the Remote e-Voting process as well as to the electronic voting conducted at the venue of the of the 21st Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I, submit my report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the venue) to the Members on the resolutions proposed in the Notice calling the 21st AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited ('CDSL').
- b) The remote e-Voting was concluded on Wednesday, August 23, 2017 at 5:00 p.m.
- c) At the 21st AGM of the Company 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 Remote e-Voting to record their votes on the resolutions to be passed.

- d) The votes were unblocked on August 24, 2017 around 4.15 p.m. in the presence of two witnesses viz., Mr. Vijay Sonone residing at 507, E3, Lokdhara Phase III, Lokdhara, Kalyan 421306 and Mr. Binod Singh residing at G-1, Shram Saphlya, A Wing, Sheetal Nagar, Mira Road (E) Thane 401107 who are not in the employment of the Company;
- e) I have issued a separate scrutinizer's report dated August 24, 2017 on the remote e-Voting and voting conducted at venue of the AGM and I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 21st AGM.
- f) The results of the Remote e-Voting together with that of the voting conducted at venue of the AGM by way of electronic voting are as under:

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

Adoption of audited financial statements for the year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the Reports of the Auditors thereon for the year ended March 31, 2017.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	270	149771113	-
Electronic voting at the AGM	32	1550050	-
TOTAL	302	151321163	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
Remote e-Voting	5	100	-
Electronic voting at the AGM	0	0	-
TOTAL	5	100	0.00

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(iii) **Invalid** votes:

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

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

Final Dividend on equity shares of the Company for the financial year 2016-17.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	274	149784159	-
Electronic voting at the AGM	32	1550050	-
TOTAL	306	151334209	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
Remote e-Voting	3	60	0
Electronic voting at the AGM	0	0	0
TOTAL	3	60	0.00

(iii) **Invalid** votes:

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



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

Appoint Mr. S. N. Subrahmanyam (DIN: 02255382) as a Director liable to retire by rotation.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	257	149661701	-
Electronic voting at the AGM	32	1550050	-
TOTAL	289	151211751	99.92

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	19	122498	-
Electronic voting at the AGM	0	0	-
TOTAL	19	122498	0.08

(iii) Invalid votes:

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

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

Appoint Mr. A. M. Naik (DIN: 00001514) as a Director liable to retire by rotation.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	260	149721458	-
Electronic voting at the AGM	32	1550050	-
TOTAL	292	151271508	99.96

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	16	62741	-
Electronic voting at the AGM	0	0	-
TOTAL	16	62741	0.04

(iii) Invalid votes:

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



5. RESOLUTION NO.5 AS AN ORDINARY RESOLUTION:

Appoint M/s. B. K. Khare & Co. as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	264	149780802	-
Electronic voting at the AGM	32	1550050	-
TOTAL	296	151330852	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
Remote e-Voting	12	3397	-
Electronic voting at the AGM	0	0	-
TOTAL	12	3397	0.00

(iii) Invalid votes:

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



6. **RESOLUTION NO. 6 AS SPECIAL RESOLUTION:**

Re-appoint Mr. Samir Desai (DIN: 01182256) as an Independent Director.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	237	148281148	-
Electronic voting at the AGM	32	1550050	-
TOTAL	269	149831198	99.01

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	38	1503031	-
Electronic voting at the AGM	0	0	-
TOTAL	38	1503031	0.99

(iii) Invalid votes:

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

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7. **RESOLUTION NO.7 AS SPECIAL RESOLUTION:**

Re-appoint Mr. M. M. Chitale (DIN: 00101004) as an Independent Director.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	255	149647522	-
Electronic voting at the AGM	32	1550050	-
TOTAL	287	151197572	99.93

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	102677	-
Electronic voting at the AGM	0	0	-
TOTAL	20	102677	0.07

(iii) Invalid votes:

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



8. **RESOLUTION NO.8 AS AN ORDINARY RESOLUTION:**

Appoint Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	256	149618658	-
Electronic voting at the AGM	31	1549840	-
TOTAL	287	151168498	99.89

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	19	165534	-
Electronic voting at the AGM	1	210	-
TOTAL	20	165744	0.11

(iii) Invalid votes:

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

9. **RESOLUTION NO.9 AS AN ORDINARY RESOLUTION:**

Appoint Mr. Sudip Banerjee (DIN: 05245757) as an Independent Director.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	259	149718203	-
Electronic voting at the AGM	31	1549840	-
TOTAL	290	151268043	99.96

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	17	65996	-
Electronic voting at the AGM	1	210	-
TOTAL	18	66206	0.04

(iii) Invalid votes:

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

10. RESOLUTION NO.10 AS AN ORDINARY RESOLUTION:

Approve revision in remuneration of Mr. Sanjay Jalona (DIN: 07256786), Chief Executive Officer and Managing Director of the Company.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	253	149770021	-
Electronic voting at the AGM	32	1550050	-
TOTAL	285	151320071	99.99

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	23	14178	-
Electronic voting at the AGM	0	0	-
TOTAL	23	14178	0.01

(iii) Invalid votes:

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

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11. RESOLUTION NO.11 AS AN ORDINARY RESOLUTION:

Appoint Mr. Aftab Zaid Ullah (DIN: 05165334) as a Whole-time Director of the Company.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	225	148174575	-
Electronic voting at the AGM	31	1549840	-
TOTAL	256	149724415	98.94

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	51	1609624	-
Electronic voting at the AGM	1	210	-
TOTAL	52	1609834	1.06

(iii) Invalid votes:

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

12. RESOLUTION NO.12 AS AN ORDINARY RESOLUTION:

Appoint Mr. Sudhir Chaturvedi (DIN: 07180115) as a Whole-time Director of the Company.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	240	148186544	-
Electronic voting at the AGM	32	1550050	-
TOTAL	272	149736594	98.94

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	36	1597655	-
Electronic voting at the AGM	0	0	-
TOTAL	36	1597655	0.00

(iii) Invalid votes:

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

Based on the foregoing, all the above Resolutions 1 to 12 as also mentioned in the AGM Notice of the Company dated May 19, 2017 were passed under Remote e-voting and electronic voting conducted at AGM with the requisite majority.

All the relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 21st Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,
Sincerely,



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

Place: Mumbai
Date: August 24, 2017

Countersigned by:

For Larsen & Toubro Infotech Limited



Mr. Manoj Koul
Company Secretary

Annexure C

SUMMARY OF THE PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING

The 21st Annual General Meeting ('AGM') of the shareholders of Larsen & Toubro Infotech Limited ('the Company') was held on Thursday, August 24, 2017 at 3:00 P.M. at St. Andrew's Auditorium, St. Dominic Rd, Bandra West, Mumbai - 400 050.

The following resolutions set out in the Notice dated May 19, 2017, convening the AGM were proposed and seconded by the shareholders:

Item No.	Details of the Resolution	Resolution Required
1.	Adoption of audited financial statements for the year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the Reports of the Auditors thereon for the year ended March 31, 2017.	Ordinary
2.	Final Dividend on equity shares of the Company for the financial year 2016-17.	Ordinary
3.	Appoint Mr. S. N. Subrahmanyam (DIN: 02255382) as a Director liable to retire by rotation.	Ordinary
4.	Appoint Mr. A. M. Naik (DIN: 00001514) as a Director liable to retire by rotation.	Ordinary
5.	Appoint M/s. B. K. Khare & Co. as Statutory Auditors of the Company.	Ordinary
6.	Re-appoint Mr. Samir Desai (DIN: 01182256) as an Independent Director.	Special
7.	Re-appoint Mr. M. M. Chitale (DIN: 00101004) as an Independent Director.	Special
8.	Appoint Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director.	Ordinary
9.	Appoint Mr. Sudip Banerjee (DIN: 05245757) as an Independent Director.	Ordinary
10.	Approve revision in remuneration of Mr. Sanjay Jalona (DIN: 07256786), Chief Executive Officer and Managing Director of the Company.	Ordinary
11.	Appoint Mr. Aftab Zaid Ullah (DIN: 05165334) as a Whole-time Director of the Company.	Ordinary
12.	Appoint Mr. Sudhir Chaturvedi (DIN: 07180115) as a Whole-time Director of the Company.	Ordinary

Larsen & Toubro Infotech Ltd.

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A Larsen & Toubro Group Company



Let's Solve



Celebrating 20 Years

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 Board to supervise the remote e-voting and electronic voting at the AGM.

The Chairman informed the shareholders that the facility of remote e-voting for the shareholders was made available till 5:00 pm of August 23, 2017 and that the facility for electronic voting was provided at the AGM venue. The Chairman requested the shareholders who were present at the AGM and had not cast their votes by remote e-voting 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 operations and financial performance of the Company and related matters. The Chairman responded to all the queries 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 all the resolutions as set out in the Notice were 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)



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