

February 1, 2021

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

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
BSE script Code: **540115**

Dear Sir,

Sub: Submission of Postal Ballot Notice

Pursuant to provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014) and in compliance with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No.17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/ 2020 dated September 28, 2020 and the General Circular No. 39/ 2020 dated December 31, 2020 issued by Ministry of Corporate Affairs, we attach herewith the Postal Ballot Notice to obtain consent and approval of the members via remote E-voting for the following businesses:

1. Extension of term of Dr. Keshab Panda (DIN: 05296942), as the Chief Executive Officer & Managing Director of the Company upto March 31, 2021 and his appointment as Non-Executive Director of the Company w.e.f April 1, 2021.
2. Extension of term of Mr. Amit Chadha (DIN: 07076149), as the Deputy CEO & Whole-Time Director of the Company upto March 31, 2021 and his appointment as the CEO & Managing Director of the Company for a term of three years w.e.f April 1, 2021 till March 31, 2024.
3. Appointment of Mr. Chandrasekaran Ramakrishnan (DIN:00580842) as an Independent Director of the Company.
4. Re-Appointment of Mr. Sudip Banerjee (DIN: 05245757) as an Independent Director of the Company.

The details of the calendar of events for the Postal Ballot are as follows:

Sr.	Event	Date
1	Relevant date/ Benpos date for sending notice to shareholders	January 29, 2021
2	Date of completion of dispatch of Postal Ballot Notice & Postal Ballot Forms/circulation through e-mail	February 1, 2021
3	Voting Start Date	February 2, 2021
4	Voting End Date	March 3, 2021

Sr.	Event	Date
5	Last date of submission of Scrutinizer's Report	On or before March 5, 2021
6	Date of declaration of Result	On or before March 5, 2021

Please take the above intimation on record and kindly acknowledge the receipt of the same.

Thanking you,

Yours sincerely,

For **L&T Technology Services Limited**



Kapil Bhalla
Company Secretary
(M. No. F3485)

L&T TECHNOLOGY SERVICES LIMITED

Regd. Office: L&T House, N.M. Marg, Ballard Estate, Mumbai 400 001

CIN: L72900MH2012PLC232169

Email: investor@lts.com • Website: www.LTTS.com

Tel No.: +91 22-67525656 • Fax No.: +91 22-67525893

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No.17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020 and the General Circular No. 39/ 2020 dated December 31, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification or re-enactments thereof), relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standards 2 on General Meetings and other applicable laws and regulations, the Company seeks approval of Shareholders of L&T Technology Services Limited ("the Company") to the resolutions appended below proposed to be passed by way of Postal Ballot only through remote E-voting (Voting through Electronic means):

1. Extension of term of Dr. Keshab Panda (DIN: 05296942), as the Chief Executive Officer & Managing Director of the Company upto March 31, 2021 and his appointment as Non-Executive Director of the Company w.e.f April 1, 2021.
2. Extension of term of Mr. Amit Chadha (DIN: 07076149), as the Deputy CEO & Whole-Time Director of the Company upto March 31, 2021 and his appointment as the CEO & Managing Director of the Company for a term of three years w.e.f April 1, 2021 till March 31, 2024.
3. Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as an Independent Director of the Company.
4. Re-Appointment of Mr. Sudip Banerjee (DIN: 05245757) as an Independent Director of the Company.

Shareholders' consent is sought for proposals contained in the resolutions given in the notice. Explanatory statement stating the material facts and the reasons thereof are annexed hereto. The Notice will also be placed on the website of the Company (www.lts.com) and the website of Kfin Technology Private Limited ("Kfintech") (<https://evoting.kfintech.com>).

The Board of Directors of the Company at its meeting held on Wednesday, January 20, 2021 has appointed Mr. Alwyn D'souza, Practicing Company Secretary (Membership No. FCS 5559), failing him, Mr. Vijay Sonone, Practicing Company Secretary (Membership No. FCS 7301) of M/s. Alwyn D'Souza & Co., Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot & e-voting process in accordance with law and in a fair and transparent manner.

In compliance with the MCA Circulars, the business of the Postal Ballot shall be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, MCA Circulars and Secretarial Standards 2 on

General Meetings, is pleased to provide to the Shareholders, (whether holding shares in physical or dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by the KFin Technologies Private Limited (Kfintech). The e-voting period commences on Tuesday, February 2, 2021 at 9:00 AM IST and ends on Wednesday, March 3, 2021 at 5:00 PM IST. The instructions for e-voting are appended in this Postal Ballot Notice.

Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Members of the Company and no physical ballot forms will be acceptable due to the COVID-19 issues.

Shareholders are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5.00 p.m. (IST) on Wednesday, March 3, 2021. The remote e-voting module shall be disabled by Kfintech for voting thereafter. Please note that any votes received after the above-mentioned date will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director/ any other person authorised by the Board, after completion of the scrutiny of the Postal Ballots (through remote e-voting process). The results of the voting by Postal Ballot (with the Scrutinizer's report) will be announced by the Chairman of the Company or any Director/ any other person authorized by the Board, on or before Friday, March 5, 2021, 5:00 PM IST. The results of the Postal Ballot will be posted on the Company's website: www.LTTS.com and the website of Kfintech at [https:// evoting.karvy.com/](https://evoting.karvy.com/) and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office. The results will also be intimated to the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE").

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of e-Voting, they shall be deemed to have been passed at a General Meeting.

Proposed Resolution:

Item No. 1

EXTENSION OF TERM OF DR. KESHAB PANDA (DIN: 05296942), AS THE CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR OF THE COMPANY UPTO MARCH 31, 2021 AND HIS APPOINTMENT AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM APRIL 1, 2021

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, the consent and approval of the members be and is hereby accorded to extend the term of Dr. Keshab Panda (DIN: 05296942), Chief Executive Officer & Managing Director of the Company from January 10, 2021 upto and including March 31, 2021 on the terms and conditions as specified in the explanatory statement of this Postal Ballot Notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 & any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) & in accordance with the Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of the Board, the consent and approval of the members be and is

hereby accorded for appointment of Dr. Keshab Panda (DIN: 05296942) as Non- Executive Director of the Company with effect from April 1, 2021 and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board or the Chief Financial officer/Company Secretary of the Company be and are hereby severally authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Item No. 2

EXTENSION OF TERM OF MR. AMIT CHADHA (DIN: 07076149), AS THE DEPUTY CEO & WHOLE-TIME DIRECTOR OF THE COMPANY UPTO MARCH 31, 2021 AND HIS APPOINTMENT AS THE CEO & MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS WITH EFFECT FROM APRIL 1, 2021 TILL MARCH 31, 2024

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, the consent and approval of the members be and is hereby accorded to extend the term of Mr. Amit Chadha , Deputy Chief Executive Officer & Whole Time Director of the Company from February 1, 2021 up to and including March 31,2021 and thereafter his appointment as Chief Executive Officer and Managing Director of the Company for a term of three years with effect from April 1, 2021 till March 31, 2024 on the terms and conditions as specified in the explanatory statement of this Postal Ballot Notice.

RESOLVED FURTHER THAT, the Board or the Chief Financial officer/Company Secretary of the Company be and are hereby severally authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Item No. 3

APPOINTMENT OF MR. CHANDRASEKARAN RAMAKRISHNAN (DIN: 00580842) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act, Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Chandrasekaran Ramakrishnan (DIN: 00580842), who was appointed as an Additional Director with effect from October 19, 2020, in respect of whom the Company has received a Notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from October 19, 2020 to October 18, 2025.

RESOLVED FURTHER THAT, the Board or the Chief Financial officer/Company Secretary of the Company be and are hereby severally authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Item No. 4

RE-APPOINTMENT OF MR. SUDIP BANERJEE (DIN: 05245757) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based upon the recommendation of the Nomination and Remuneration Committee and approval of the Board, Mr. Sudip Banerjee (DIN: 05245757), who was appointed as an Independent Director for consecutive term of five years upto January 20, 2021 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from January 21, 2021 to January 20, 2026 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board or the Chief Financial officer/Company Secretary of the Company be and are hereby severally authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board of Directors
For **L&T TECHNOLOGY SERVICES LIMITED**

KAPIL BHALLA
COMPANY SECRETARY
(M. No. F 3485)

Date: January 20, 2021

Place: Mumbai

NOTES:

- a) The information required to be provided under section 102 of the Companies Act (“the Act”), Listing Regulations and the Secretarial Standards on General Meetings (SS-2), an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
- b) In view of the threat imposed due to outbreak of the COVID-19 pandemic and in accordance with the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
- c) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, January 29, 2021, the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal

Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent (RTA). The same will also be available on the Company's website www.LTTS.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech at www.kfintech.com.

- d) Members who have not registered/updated their email IDs so far are requested to register/ update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), by sending an email at einward.ris@kfintech.com along with request letter, folio no., name of the Shareholder, and scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy) and Aadhar Card (self-attested scanned copy).
Demat Holding	Contact respective Depository Participant.

- e) The dispatch of the Postal ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website: www.LTTS.com and the website of Kfintech: <https://evoting.kfintech.com>.
- f) In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the MCA Circulars and Secretarial Standards 2 on General Meetings, the Company has provided e-voting facility alone for its Members to enable them to cast their votes electronically. The Company has engaged the services of Kfintech to provide e-voting facility to its members.
- g) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, January 29, 2021.
- h) The e-voting commences on Tuesday, February 2, 2021 at 9:00 AM IST and ends on Wednesday, March 3, 2021.
- i) Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
- j) In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed to be approved through Postal Ballot. Relevant documents referred to in the accompanying Notice will be made available for inspection at the registered office of the Company by the Members upto the date of the Postal Ballot without any fee.
- k) The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
- l) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:
The Company Secretary, L&T Technology Services Limited, L&T Business Park, TC-2, Tower B, 2nd Floor, North-East Wing, Gate No.5, Saki Vihar Road, Powai, Mumbai-400072., Tel: (91 22) 6752 5656; Email – investor@ltts.com .

m) PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

In case a Shareholder receives an e-mail from KFin Technologies Private Limited [for shareholders whose e-mail addresses are registered] informing them of their User Id and Password:

- i. Launch an internet browser and open <https://evoting.kfintech.com>
- ii. Enter the login credentials. Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote:

User-ID	For Shareholders holding shares in Demat Form:
	a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL: 16 digits beneficiary ID
	For Shareholders holding shares in Physical Form:
	Event no. followed by Folio Number registered with the Company.
Password	Your unique password shall be as indicated vide aforesaid email
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iii. After entering the above details, click on – LOGIN.
 - iv. Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. After changing the password, you need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the E-Voting Event for L&T Technology Services Limited.
 - vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios / Demat accounts shall choose the voting process separately for each of the folios / Demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution(s)
- n) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at alwyn.co@gmail.com with a copy marked to evoting@kfintech.com and investor@lts.com . The scanned image of the above-mentioned documents should be in the naming format “L&T Technology Services Limited Postal Ballot”

o) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or you can contact:

In case of any query, Shareholders are requested to contact:

Name: Mr. S. V. Raju

Designation: Deputy General Manager

E-mail id: evoting@kfintech.com

Address: M/s KFin Technologies Private Limited, Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.

Contact details: Phone No. 040 6716 2222, Fax No. 040 2342 0814, Toll Free No.18003454001.

p) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

EXPLANATORY STATEMENT

As required by Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under item No. 1 to 4 of the accompanying Notice dated January 20, 2021.

ITEM NO. 1

The shareholders of the Company in the Annual General Meeting of the Company held on August 22, 2018 had approved the re-appointment of Dr. Keshab Panda (DIN: 05296942) as the Chief Executive Officer and Managing Director of the Company for a period of three years i.e. up to and including January 9, 2021.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on October 19, 2020 has approved the extension in term of Dr. Keshab Panda as the Chief Executive Officer & Managing Director of the Company from January 10, 2021 upto and including March 31, 2021 as per the applicable provisions of the Companies Act, 2013 and Part 1 of Schedule V of the Companies Act, 2013 and subject to the approval of the members. The terms & conditions of his remuneration remained unchanged as approved by the shareholders in its meeting held on July 17, 2020.

Part III of Schedule V of the Act read with SS-2 provides that the appointment and remuneration of Managing Directors and Whole-time Directors in accordance with Part I and Part II of the Schedule V shall be subject to approval of resolution of the shareholders. Hence, the proposed resolution is placed for approval of the members.

Dr. Keshab Panda will be appointed as Non-Executive Director of the Company w.e.f. April 1, 2021, who shall be liable to retire by rotation. The members are requested to also consider the said proposal for their approval.

Brief Profile of Dr. Keshab Panda:

Dr. Keshab Panda is the Chief Executive Officer and Managing Director of the Company. Dr. Panda has over 32 years of global industry experience in research, conceptualizing, creating, operationalizing and turning around complex technology and engineering services businesses. He has obtained a graduate degree of technology in aeronautical engineering from Anna University, Chennai and a post graduate degree in aerospace engineering from Indian Institute of Science, Bangalore. He obtained his Doctor of Philosophy from the Indian Institute of Technology, Bombay in Aero Servo Elasticity – (Control system fly by wire aircraft). He also holds an advanced management degree from the Aresty Institute of Executive Education, The Wharton School, University of Pennsylvania. He started his career as a research scientist in Indian Space Research Organization and worked at the Aeronautical Development Agency, Ministry of Defence, Government of India, as a scientist/ engineer for over 8 years. Dr. Panda led the Company through a high-

profile Initial Public Offering (IPO) in India and successfully listed the Company on the National Stock Exchange and the Bombay Stock Exchange on September 23, 2016.

Disclosures as required under SS-2 on General Meetings are provided as an Annexure to this Notice.

The Addendum Agreement entered into between the Company and Dr. Keshab Panda, Chief Executive Officer & Managing Director containing the terms and conditions of his extension will be open for inspection at the registered office of the Company without any fees by the Members up to the date of declaration of results of the Postal Ballot.

The Board recommends approval for the extension in term of Dr. Keshab Panda as CEO & MD upto March 31,2021 and appointment of Dr. Keshab Panda as the Non-Executive Director of the Company w.e.f April 1,2021 by the Members through Ordinary Resolution set forth in Item No. 1 of the Notice.

Except Dr. Keshab Panda, being the appointee, none of the Directors or Key Managerial Personnel of the Company, including their relatives, are in anyway concerned or interested in the Resolution set out in Item No. 1.

ITEM NO. 2

The shareholders of the Company at the Annual General Meeting of the Company held on July 17, 2020 had approved the appointment of Mr. Amit Chadha as Deputy Chief Executive Officer & Whole-Time Director with effect from April 1, 2020.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on October 19, 2020 has approved the extension in term of Mr. Amit Chadha as the Deputy Chief Executive Officer & Whole-Time Director of the Company from February 1, 2021 upto and including March 31, 2021 as per the applicable provisions of the Companies Act, 2013 and Part 1 of Schedule V of the Companies Act, 2013 and subject to the approval of the members. The terms & conditions of his remuneration shall remain unchanged as approved by the members in their meeting held on July 17, 2020.

Further, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on October 19, 2020 has also approved the appointment of Mr. Amit Chadha as the Chief Executive Officer and Managing Director of the Company for a period of three years with effect from April 1, 2021 upto and including March 31, 2024 as per the below mentioned terms and conditions including his remuneration.

The compensation structure and terms and conditions of the appointment of Mr. Amit Chadha are as follows: -

Particulars	Existing Remuneration
Base Salary	USD 4,55,000/- p.a
Conveyance & Telephone Allowance	USD 10,000/- p.a
Variable Remuneration	Upto USD 3,00,000/-p.a

Notes: -

1. The Total Remuneration mentioned above may be revised as per the Company's policy subject to annual increment upto 4%, as may be decided by the Board of Directors upon recommendation of NRC. However, the total remuneration shall not exceed the limits approved by the Members and prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

2. Will be entitled to all other benefits, perquisites, as may be applicable as per Company policy

Brief Profile of Mr. Amit Chadha:

Mr. Amit Chadha as the Deputy Chief Executive Officer and Whole-Time Director of the Company and is part of the management team providing business leadership, market direction & strategic vision to the Company. Mr. Amit Chadha is responsible for helping global R&D customers and Fortune 500 companies leverage L&T Technology Services digital engineering offerings for their strategic differentiation and product development.

Mr. Amit Chadha joined Larsen & Toubro- IES Division in 2009, as an Area Vice-President. He was transferred to L&T Technology Services Limited w.e.f. April 1, 2014 and was designated as Business Head, North America and Asia. Mr. Amit Chadha's career spans over two decades and is marked with significant achievements. He has managed P&L for multiple business units, led organization-wide strategic initiatives, business development and relationship management activities. He is certified under the Global Business Leadership Executive Program with Harvard Business School Publishing and holds a Degree in Electrical and Electronics Engineering from BIT Mesra. Mr. Amit Chadha is currently based in Washington DC.

Part III of Schedule V of the Act read with SS-2 provides that the appointment and remuneration of Managing Directors and Whole-time Directors in accordance with Part I and Part II of the Schedule V shall be subject to approval of resolution of the shareholders.

Disclosures as required under SS-2 on General Meetings are provided as an Annexure to this Notice.

The Addendum Agreement entered into between the Company and Mr. Amit Chadha for his appointment as Deputy CEO & WTD till March 31, 2021 and the principle agreement entered into between the Company and Mr. Amit Chadha for his appointment as CEO & MD w.e.f April 1, 2021 will be open for inspection at the registered office of the Company without any fees by the Members up to the date of declaration of results of the Postal Ballot.

The Board recommends approval for the extension in term of Mr. Amit Chadha as Deputy Chief Executive Officer and Whole-Time Director and appointment and remuneration of Mr. Amit Chadha as the Chief Executive Officer & Managing Director by the Members through Ordinary Resolution set forth in Item No. 2 of the Notice.

Except Mr. Amit Chadha, being the appointee, none of the Directors or Key Managerial Personnel of the Company, including their relatives, are in anyway concerned or interested in the Resolution set out in Item No. 2.

ITEM NO. 3

The Nomination and Remuneration Committee at its meeting held on October 19, 2020, had recommended the appointment of Mr. Chandrasekaran Ramakrishnan (DIN: 00580842) as an Independent Director of the Company for a term of five years commencing from October 19, 2020 to October 18, 2025, subject to the approval of the Board and the Shareholders. Based on the said recommendation, the Board at its meeting held on October 19, 2020 had appointed Mr. Chandrasekaran Ramakrishnan (DIN: 00580842) as Additional Director (Independent Director) to hold office upto the conclusion of the next Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Director proposing his candidature for the office of Director, to be appointed as Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Brief Profile of Mr. Chandrasekaran Ramakrishnan

Mr. R. Chandrasekaran, has had an exemplary career spanning over 34 years, in the field of Information Technology. Mr. Chandrasekaran retired as Executive Vice Chairman of Cognizant, India as of March 2019. He serves as an Independent Director on the Board of PNB Housing Finance Limited, NSEIT Limited and Aujas Networks Limited (subsidiary of NSEIT). He is also part of Chairman's council NASSCOM (National Association of Software and Services Companies). He holds a B.E. (Hons) degree from R.E.C. Trichy (NITT) and an MBA from IIM Bangalore.

Mr. Chandrasekaran had started his career post engineering with Ashok Leyland, where he spent four years. After his MBA from IIM Bangalore in 1985, he joined TCS, where he held positions of increasing responsibility and stature including stints in UK and US.

Thereafter, Mr. Chandrasekaran joined Cognizant as a member of the founding team and he has been widely recognized as a significant contributor to growing the company to over 250,000 employees, \$16+ billion in revenue and establishing the global delivery footprint.

He has received numerous awards including

- Distinguished Alumni Award from REC Trichy in 2008
- Distinguished Alumni Award from IIM Bangalore in 2015
- CXO of the year from Business Standard
- "For the sake of Honour", an award given by the Rotary Club of T Nagar, Chennai.

Mr. Chandrasekaran is very passionate about Education and is

- On the Advisory Board of Thiagarajar College of Engineering, Madurai
- On Post Graduate Prog. committee of NIT Trichy

Mr. Chandrasekaran is an unassuming, soft spoken man with the same drive for achievement combined with respect and compassion for others that he brings to his professional life. He is an active supporter of social causes, directly supporting education of underprivileged school children, Offering Merit Scholarship in NIT Trichy, supporting Research Faculty in IIM Bangalore thru a personal endowment, and supporting several healthcare initiatives.

The Board is of the opinion that Mr. Chandrasekaran Ramakrishnan fulfills the conditions specified in the Act and rules made there under and provisions of the Listing Regulations to be eligible for appointment as Independent Director of the Company. The Board is also of the opinion that Mr. Chandrasekaran is independent of the management of the Company and his association would be of immense benefit to the Company and hence, it is recommended to avail the services of Mr. Chandrasekaran as an Independent Director of the Company. A copy of the draft letter of appointment of Mr. Chandrasekaran Ramakrishnan as an Independent Director setting out the terms and conditions will be open for inspection at the registered office of the Company without any fees by the Members up to the date of declaration of results of the Postal Ballot.

Disclosures as required under SS-2 on General Meetings are provided as an Annexure to this Notice.

The Board recommends approval for the appointment of Mr. Chandrasekaran Ramakrishnan as an Independent Director by the Members through Ordinary Resolution set forth in Item No. 3 of the Notice.

Except Mr. Chandrasekaran Ramakrishnan, being the appointee, none of the Directors and Key Managerial Personnel of the Company, including their relatives, are in any way concerned or interested in the resolution set out at Item No. 3.

ITEM NO. 4

Mr. Sudip Banerjee (DIN: 05245757) was appointed as Independent Director of the Company w.e.f. January 21, 2016 till January 20, 2021, by the shareholders under the provisions of the Companies Act, 2013 at the Annual General Meeting held on July 15, 2016. Pursuant to the provision of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and report of performance evaluation, the Board of Directors of the Company in their meeting held on January 20, 2021, appointed Mr. Sudip Banerjee as an Independent Director for a second term of 5 years with effect from January 21, 2021 to January 20, 2026.

Brief Profile of Mr. Sudip Banerjee

Mr. Banerjee obtained a graduate degree in Arts (honours course) in economics from University of Delhi, New Delhi. He holds a diploma in management from the All India Management Association, New Delhi. He has over 32 years of experience in IT industry.

Prior to his appointment as an Independent Director in our Company, he held the position of chief executive officer of LTIL between 2008-2011. He is also on the board of directors of Kesoram Industries Limited and IFB Industries Limited and has been an Operating Partner at Capital Square Partners Advisors Pte Ltd, Singapore. He is also a member on the advisory board of TAPMI Business School, Jaipur. He worked with Wipro Limited ("Wipro") from 1983 to 2008 and was the President, Enterprise Solutions Division at Wipro and also a member of the Corporate Executive Council of Wipro between 2002 and 2008. He was also a member of the Executive Council of Nasscom during 2000-2002 and again from 2009-2011. He also served as a member on the Board of Governors of Indian Institute of Information Technology, Allahabad. He was appointed as an Independent Director of our Company with effect from January 21, 2016.

The Board is of the opinion that Mr. Sudip Banerjee fulfill the conditions specified in the Companies Act, 2013 and rules made there under and provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to be eligible to be re-appointed as Independent Director of the Company.

The Company has received a notice in writing from Mr. Sudip Banerjee under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company. The Board is also of the opinion that Mr. Sudip Banerjee is independent of the management of the Company and his association would be of immense benefit to the Company as in the past and hence, it is recommended to continue to avail the services of Mr. Sudip Banerjee as the Independent Director of the Company. A copy of the draft letter of re-appointment of Mr. Sudip Banerjee as an Independent Director setting out the terms and conditions will be open for inspection at the registered office of the Company without any fees by the Members up to the date of declaration of results of the Postal Ballot.

Disclosure as required under SS-2 is provided as an Annexure to the Notice.

The Board recommends approval of the re-appointment of Mr. Sudip Banerjee as an Independent Director by the Members through Special Resolution set forth in Item No. 4 of the Notice.

Except Mr. Sudip Banerjee, being the appointee, none of the Directors and Key Managerial Personnel of the Company, including their relatives, are in any way concerned or interested in the resolution set out at Item No. 4.

By Order of the Board of Directors
For **L&T TECHNOLOGY SERVICES LIMITED**

Date: January 20, 2021
Place: Mumbai

KAPIL BHALLA
COMPANY SECRETARY
(M. No. F3485)

(ANNEXURE TO NOTICE DATED JANUARY 20, 2021)
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings (SS-2)]

Name of the Director	Dr. Keshab Panda	Mr. Amit Chadha	Mr. Chandrasekaran Ramakrishnan	Mr. Sudip Banerjee
Date of Birth	October 1, 1958	October 2, 1972	October 10, 1957	February 1, 1960
Date of first appointment on the Board	June 14, 2012	February 1, 2015	October 19, 2020	January 21, 2016
Qualifications	B Tech, ME, PhD from IIT Bombay and Advanced Management Degree (Wharton Business School.)	B.E (Electrical and electronics)	B.E. (Hons) degree from R.E.C. Trichy (NITT) and an MBA from IIM Bangalore	Degree in Arts (honours course) in economics and diploma in management
Expertise	Diversified and global business experience in research, conceptualizing, creating, operationalizing and turning around complex technology and engineering services businesses.	Diversified and vast experience in business development and relationship management activities.	Diversified and vast experience in IT Industry.	Diversified and vast experience in IT Industry.
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	Nil	1.Graphene Semiconductor Private Limited	1. Mindtree Limited 2. PNB Housing Finance Limited 3. Aujas Cybersecurity Limited 4. Nseit Limited 5. KSL Digital Ventures Limited 6. Chennai City Football Club Private Limited	1. Larsen & Toubro Infotech Limited 2. Kesoram Industries Ltd 3. IFB Industries Ltd

Memberships/ Chairmanships of committees across all companies	Member Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Company	Nil	<ol style="list-style-type: none"> 1) Chairman- Nomination & Remuneration Committee, Aujas Cybersecurity Limited 2) Chairman- Corporate Social Responsibility Committee, PNB Housing Finance Limited 3) Chairman-Risk Management Committee, L&T Technology Services Limited 4) Member- Audit Committee, Aujas Cybersecurity Limited 5) Member- Nomination & Remuneration Committee, PNB Housing Finance Limited 6) Member- Corporate Social Responsibility Committee, L&T Technology Services Limited 7) Member- Risk Management Committee, Mindtree Limited 	<ol style="list-style-type: none"> 1) Member - Corporate Social Responsibility Committee of L&T Technology Services Limited, IFB Industries Limited, Larsen & Toubro Infotech Limited 2) Member – Stakeholders’ Relationship Committee of L&T Technology Services Limited, Kesoram Industries Limited 3) Member – Audit Committee of Kesoram Industries Limited 4) Member – Risk Management Committee of IFB Industries Limited 5) Member - Remuneration Committee of IFB Industries Limited
Number of Meetings attended during the year	4 out of 4 meetings	4 out of 4 meetings	2 out of 2 meeting	4 out of 4 meetings
Shareholding of Non- Executive Directors as on January 20, 2021	NA	NA	Nil	Nil
Relationships between directors inter-se	Nil	Nil	Nil	Nil