

**L&T TECHNOLOGY SERVICES LIMITED**

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

CIN: L72900MH2012PLC232169

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## NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirteenth (13<sup>th</sup>) Annual General Meeting of the members of **L&T Technology Services Limited ('LTTS')** will be held on **Monday, June 16, 2025, at 3:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the report of the Auditors thereon.
2. To declare Final Dividend of ₹38 per equity share of face value of ₹2/- each for the Financial Year 2024-25.
3. To appoint a Director in place of Mr. S. N. Subrahmanyam (DIN: 02255382), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Alind Saxena (DIN: 10118258), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

5. **Appointment of M/s. Alwyn Jay & Co., Practicing Company Secretaries, Mumbai as Secretarial Auditors and fix their remuneration.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s)

thereof for the time being in force, M/s. Alwyn Jay & Co., Practising Company Secretaries (Firm Registration Number P2010MH021500), be and is hereby appointed as Secretarial Auditors of the Company for a term of five consecutive financial years, commencing from April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. **Re-appointment of Mr. Chandrasekaran Ramakrishnan (DIN: 00580842), as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and based upon the recommendation of the Nomination and Remuneration Committee, performance evaluation report and approval of the Board of Directors, Mr. Chandrasekaran Ramakrishnan (DIN: 00580842), who was appointed as an Independent Director of the Company for a term upto October 18, 2025 by the Shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-

appointed as an Independent Director of the Company for a second term of five years with effect from October 19, 2025 up to and including October 18, 2030 and who shall not be liable to retire by rotation."

**7. Re-appointment of Mr. Abhishek Sinha (DIN: 07596644) as an Executive Director of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the said Act and the Rules made thereunder, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent and approval of the members be and is hereby accorded to re-appoint, Mr. Abhishek Sinha, Executive Director of the Company, liable to retire by rotation, for a period of three years w.e.f. October 18, 2025 up to and including October 17, 2028 on such terms and conditions and at such remuneration as set out in the Section 102(1) of the Act forming part of this Notice.

**RESOLVED FURTHER THAT** subject to recommendation of Nomination & Remuneration Committee, Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment, including revision in remuneration of Mr. Abhishek Sinha, from time to time, during his tenure as Executive Director, provided that such revision in remuneration does not exceed the limits prescribed under the Act and / or SEBI Listing Regulations and/or as approved by the members in terms of the foregoing resolution.

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

**8. Entering into Material Related Party Transaction with Larsen & Toubro Limited, Holding Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23(4) and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Companies Act, 2013 ("the Act") and Rules made thereunder, read with the circulars issued by the Securities and Exchange Board of India from time to time, and other applicable laws including any amendments, modifications, variations or re-enactments thereof and the Company's Policy on Related Party Transactions, and upon recommendation / approval of Audit Committee and Board of Directors, consent of the Members be and is hereby accorded to enter into and / or continue to enter into contract(s) / transaction(s) with Larsen & Toubro Limited (Holding Company), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of a) Sale, purchase, lease transaction or supply of goods or business assets or property or equipment; b) Availing or rendering of services; c) Transfer or exchange of any resources, services or obligations to meet its business objectives / requirements ("Related Party Transactions"), up to an amount of ₹3,000 Crore, valid for a period of one year from the date of shareholders' approval, on such terms and conditions as the Audit Committee and / or Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Audit Committee of the Company be and is hereby authorized to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors and / or Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

By Order of the Board of Directors  
For **L&T Technology Services Limited**

**PRASAD SHANBHAG**  
Company Secretary &  
Compliance Officer  
(M. No. A 30254)

Date: April 24, 2025  
Place: Mumbai

## NOTES:

1) The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolutions and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.

2) Pursuant to the General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 issued by Securities and Exchange Board of India ("SEBI") dated October 3, 2024 (in continuation to the circulars issued earlier in this regard) hereinafter referred as ("AGM Circulars"), the 13<sup>th</sup> Annual General Meeting ("AGM") of the Company will be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the Members. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.

3) Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send a certified true copy (PDF Format) of the Board resolution / authority letter, authorizing their representative to attend and vote. The said resolution / authorisation shall be sent by an e-mail to Scrutinizer at [alwyn.co@gmail.com](mailto:alwyn.co@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and the Company at [investor@lts.com](mailto:investor@lts.com).

4) The Company has engaged the services of National Depository Services Limited ('NSDL'), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility during the AGM. The instructions for participation are given in the subsequent notes.

### INSTRUCTIONS RELATED TO THE PAYMENT OF FINAL DIVIDEND FOR FY 2024-25:

5) Final Dividend as recommended by the Board of Directors, if declared at the AGM, will be directly credited to the bank accounts of the shareholders holding shares as on the Record Date i.e., Friday, June 6, 2025, as per the details available with the Company.

6) Final dividend shall be subject to deduction of tax at source and be paid within 30 days of AGM, as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited

("CDSL"), collectively "Depositories", as on Friday, June 6, 2025;

- ii. To all Members in respect of shares held in physical form as on Friday, June 6, 2025.

7) Members are requested to note that pursuant to SEBI circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and May 7, 2024), the members (holding securities in physical form), whose folio(s) were not updated with the KYC details (viz., PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024. The Company has sent communications in this regard to the concerned members and disseminated the requirements to be complied with by the Members holding shares in physical form on the website of the Company at <https://www.lts.com/investors/investor-services>.

To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in demat mode) and with the Company's Registrar & Share Transfer Agents ("RTA") by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs (where shares are held in physical mode) to receive dividend directly into their bank account. The forms can be downloaded from the website of the RTA and the Company <https://www.lts.com/investors/investor-services>.

For shares held in physical mode, Members may submit the below forms to Kfin Technologies Limited (KfinTech) along with requisite supporting documents:

Sr. No	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR-1
2.	Confirmation of signature of Member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any Service request shall be entertained by KfinTech only upon registration of the PAN and KYC details.

8) SEBI, vide its circular dated July 31, 2023, issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ("ODR") through a common ODR Portal. Members are requested to first

take up their grievance if any, with Kfin Technologies Limited, Registrar & Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the Member may escalate the same through i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>

#### TAX DEDUCTED AT SOURCE ("TDS") ON DIVIDEND:

9) In compliance with the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A. A Resident shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by

F. In case of non-resident shareholders, for whom tax is withheld as per the Act, the applicable surcharge & cess for FY26 shall be as under:

Dividend Income	Individual, AOP, BOI, HUF, Trust, AJP	Firm/FII registered as LLP	Registered Co-op. Society	Foreign Company/ FII registered as Foreign Company	FII / FPI characterized as AOP
Upto ₹50 Lakh	NIL	NIL	NIL	NIL	NIL
Exceeding ₹50 Lakh but up to ₹1 Crore	10%	NIL	NIL	NIL	10%
Exceeding ₹1 Crore but up to ₹10 Crores	15%	12%	7%	2%	15%
Exceeding ₹10 Crore	15%	12%	12%	5%	15%

1. AOP: Association of Persons, BOI: Body of Individuals, HUF: Hindu Undivided Family, AJP: Artificial Juridical Person

2. FII: Foreign Institutional Investor; FPI: Foreign Portfolio Investor

In addition to the surcharge rates as mentioned above, 'Health & Education Cess' @ 4% shall be applicable for FY26 for non-resident shareholders.

#### General Notes :-

- 1) Tax rates that are applicable to shareholders depend upon their residential status and classification. All shareholders are thereby requested to update the residential status and category in their respective Demat accounts if the shareholding is in Demat form or with Company's RTA, if the shareholding is held in physical form, as may be applicable before the **Record date**.
- 2) Application of any exemption from TDS/ lower / beneficial rate of tax is subject to submission of the requisite & valid documents with RTA before the record

submitting the documents at a dedicated link <https://ris.kfintech.com/form15> on or before June 6, 2025.

- B. Shareholders are requested to note that, in case, their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- C. Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the duly signed scanned documents by visiting <https://ris.kfintech.com/form15> on or before June 6, 2025.
- D. No communication in relation to submission of document(s) shall be accepted after the Record Date.
- E. No TDS shall be deducted, if aggregate dividend distributed or paid or likely to be distributed or paid during the financial year to resident individual shareholder does not exceed ₹10,000/-.

date and also verification of the submitted documents by the Company. If the documents submitted by the shareholder are found incomplete or ambiguous, exemption/ lower/ beneficial rate of tax shall not be applied. Shareholders have option to claim refund of excess tax deducted from their respective tax authorities in case the Company had deducted tax at source at higher rate due to non-submission/incomplete submission of documents with the RTA. No claim shall lie against the Company for such taxes deducted.

## TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

- 10) Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to Unpaid Dividend Account shall also be transferred to IEPF Authority.

In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. For details, please refer to the Board's report.

- 11) During the year under review, the Final Dividend, declared by the Company for the financial year 2016-17 and Interim Dividend declared by the Company for the financial year 2017-18 which remained unclaimed for seven years along with corresponding shares in respect of which dividend remained unclaimed for seven consecutive years till its due date had been transferred to the IEPF in compliance with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Details of the shares transferred to IEPF Authority are available on the website of the Company and the same can be accessed through our website at <https://www.lttts.com/investors/corporate-governance>

Given the foregoing, concerned members can claim the unclaimed dividend amount and the shares transferred to IEPF by making an application to IEPF authority in accordance with procedure available at [www.iepf.gov.in](http://www.iepf.gov.in).

## ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF INTEGRATED ANNUAL REPORT:

- 12) In compliance with the AGM Circulars, the Integrated Annual Report along with the Notice calling the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories and the same has been uploaded on the website of the Company at [www.LTTTS.com](http://www.LTTTS.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 13) For Members who have not registered their e-mail address, a letter containing exact web-link of the website where details pertaining to the entire Integrated Annual Report is hosted is being sent at the address

registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Integrated Annual Report for FY25 to the Members, upon request.

## PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- 14) Members (holding shares as on Cut-off date i.e., Monday, June 9, 2025) who would like to express their views / ask questions during the AGM may register themselves as a Speaker by sending an email to the Company at [investor@lts.com](mailto:investor@lts.com) mentioning their name, demat account number / folio number, email id, mobile number by Wednesday, June 11, 2025.
- 15) Only those Members who register themselves as Speakers will be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of Speakers, as appropriate for smooth conduct of the AGM.
- 16) Further, Members who would like to have their questions / queries responded to regarding the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before the Cut-off date, at [investor@lts.com](mailto:investor@lts.com). The same will be replied to by the Company suitably.

## PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- 17) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below at para 27 for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- 18) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 19) For the convenience of the Members and proper conduct of AGM, Members can login and join 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on a first come first serve basis. However, attendance of Members holding more than 2% of the paid-up equity



share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first- come-first serve basis.

- 20) Members are encouraged to join the Meeting through Laptops for better experience. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 21) Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 22) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

- 23) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards-2 on General Meetings and Regulation 44 of the SEBI Listing Regulations and applicable circulars, the Company is providing an e-Voting facility to its Members in respect of the businesses to be transacted at the AGM. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.

- 24) Those Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, June 9, 2025, i.e., the cut-off date for e-Voting, are entitled to avail either the facility of remote e-Voting prior to the AGM or voting during the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

- 25) The remote e-Voting period will commence at 9:00 a.m. IST on Thursday, June 12, 2025, and end at 5:00 p.m. IST on Sunday, June 15, 2025. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Also, once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

- 26) In addition, the facility for voting through an electronic voting system shall be made available during the AGM. Members attending the AGM who have not cast their votes by remote e-Voting shall be eligible to cast their votes through e-Voting during the AGM. Members who have voted through remote e-Voting shall be eligible to attend the AGM. However, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-Voting facility provided by the Company through NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The voting right of shareholders shall be in proportion to their share in the paid-up equity capital of the Company as on the cut-off date for e-Voting, i.e., June 09, 2025.

#### **PROCEDURE FOR VOTING ELECTRONICALLY USING NSDL E-VOTING SYSTEM**

- 27) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





Step 2: Cast your vote electronically and join the AGM on NSDL e-Voting system.

##### **Details on Step 1 are mentioned below:**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p><b>1. Users already registered for IDeAS facility:</b></p> <p>If you are already registered for NSDL's IDeAS facility, please visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2. User not registered for IDeAS facility:</b></p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3</a>. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<p><b>1. User already registered for Easi/Easiest:</b></p> <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

Type of shareholders	Login Method
	<p><b>2. User not registered for Easi/Easiest:</b></p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <p>Visit the CDSL's e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

**B) Login method for e-voting and joining the virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in a physical mode**

**How to login to NSDL e-voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

**4. Your User ID details are given below:**

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

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

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

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

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

6. How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



- (ii) If your email ID is not registered, please follow steps mentioned above in process for those shareholders whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (i) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, the home page of e-Voting will open.

**Details on Step 2 are mentioned below:**

**How to cast your vote electronically and join AGM on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**How to cast your vote electronically during the AGM on NSDL e-Voting system?**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the

correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**28) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@ltts.com](mailto:investor@ltts.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@ltts.com](mailto:investor@ltts.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

**GENERAL INFORMATION:**

- 29) The Company has appointed Mr. Alwyn D'Souza, Practicing Company Secretary (Membership No. FCS 5559) or failing him Mr. Vijay Sonone, Practicing Company Secretary (Membership No. FCS 7301) of Alwyn D'Souza & Co, to act as the Scrutinizer for conducting the remote e-Voting and e-Voting during the AGM in a fair and transparent manner.
- 30) The Scrutinizer shall, immediately upon conclusion of the voting at the AGM, unblock the votes cast through e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the results thereof.

- 31) The results declared along with the Scrutinizer's report, will be posted on the website of the Company at [www.ltts.com](http://www.ltts.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The Company shall simultaneously communicate the results to the Stock Exchanges not later than two working days as required under Regulation 44(3) of the SEBI Listing Regulations.
- 32) The Company has designated an exclusive e-mail id viz. [investor@ltts.com](mailto:investor@ltts.com) to enable Investors to register their complaints, if any. Members are requested to address all correspondence, including dividend related matters, to the RTA, KFin Technologies Limited, Unit: LTTS, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032.
- 33) SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 7, 2024 has mandated companies to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting; consolidation of securities certificate; transmission; and transposition. Members are accordingly advised to get their shares held in physical form dematerialized by initiating service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at [www.ltts.com](http://www.ltts.com) It may be noted that any service request can be processed only after the folio is KYC compliant.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

- 34) Relevant documents referred to in the accompanying Notice calling the AGM will be made available for electronic inspection by the Members upon sending the email to the Company at [investor@ltts.com](mailto:investor@ltts.com) up to the date of the AGM. The said documents will be available for electronic inspection for the Members without payment of any fee.
- 35) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection in electronic mode, based on the request being sent on [investor@ltts.com](mailto:investor@ltts.com).

36) For ease of participation of the Members, below are the key details regarding the meeting-

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Record Date for dividend	Friday, June 6, 2025
2.	Cut-off date for e-Voting	Monday, June 9, 2025
3.	Remote e-Voting starts on	Thursday, June 12, 2025, at IST 9:00 A.M.
4.	Remote e-Voting ends on	Sunday, June 15, 2025, at IST 5:00 P.M.
5.	Last date for Speaker registration	Wednesday, June 11, 2025 till IST 5:00 P.M

By Order of the Board of Directors  
For **L&T Technology Services Limited**

**PRASAD SHANBHAG**

Company Secretary &  
Compliance Officer  
(M. No. A 30254)

Date: April 24, 2025

Place: Mumbai

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out material facts relating to the business under Item Nos.5 to 8 of the accompanying Notice dated April 24, 2025.

### Item No. 5

#### **Appointment of M/s. Alwyn Jay & Co., Practicing Company Secretaries, Mumbai as Secretarial Auditors and fix their remuneration**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Pursuant to the SEBI Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Audit Committee and the Board of Directors at their respective meetings held on April 23, 2025 and April 24, 2025, respectively and after considering the experience, market standing, efficiency of the audit team and independence, has recommended the appointment of M/s. Alwyn Jay & Co., Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2010MH021500) as Secretarial Auditors for a term of 5 (Five) consecutive financial years commencing from April 1, 2025 till March 31, 2030.

#### **Credentials of the Secretarial Auditor:**

M/s. Alwyn Jay & Co. (Firm Registration Number: P2010MH021500), a Secretarial Audit Firm, established in the year 2010, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

Over the years, M/s. Alwyn Jay & Co. has built a diverse client base and has served over 100 Corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed, and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. Alwyn Jay & Co. has been the Secretarial Auditors of the Company from FY22 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling secretarial audits of the Company till date.

M/s. Alwyn Jay & Co. have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

#### **Terms and Conditions of appointment and remuneration:**

##### **a. Term of appointment:**

5 (Five) consecutive financial years commencing from April 1, 2025 till March 31, 2030.

##### **b. Remuneration:**

₹2,00,000/- (Rupees Two Lakh only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026, March 31, 2027 and March 31, 2028.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.

##### **c. Basis of recommendations:**

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

Basis the rationale and justification provided above; the Board recommends Ordinary resolution under Item No. 5 of the accompanying Notice for approval of Members.

## Item No. 6

### **Re-appointment of Mr. Chandrasekaran Ramakrishnan (DIN: 00580842), as an Independent Director of the Company**

Mr. Chandrasekaran Ramakrishnan (DIN: 00580842) was appointed as an Independent Director of the Company w.e.f. October 19, 2020, up to and including October 18, 2025. Pursuant to the provisions of Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), 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 (NRC) and based on skills, experience, knowledge and report of performance evaluation, the Board of Directors of the Company at its meeting held on April 24, 2025, approved the re-appointment of Mr. Chandrasekaran Ramakrishnan as an Independent Director for a second term of 5 years with effect from October 19, 2025, upto and including October 18, 2030. His re-appointment is subject to the approval of the Shareholders by way of a Special Resolution.

#### **Brief Profile of Mr. Chandrasekaran Ramakrishnan**

Mr. Chandrasekaran Ramakrishnan has had an exemplary career spanning over 34 years in the field of Information Technology. He retired as Executive Vice Chairman of Cognizant, India, as of March 2019. He serves on the Board of other listed and unlisted companies, and is also part of the Chairman's Council, NASSCOM.

He joined Cognizant as a member of the founding team. He has been widely recognized as a significant contributor to growing the company to over 250,000 employees, USD 16 Billion+ in revenue and establishing the global delivery footprint.

After earning his engineering degree from Regional Engineering College, Trichy (National Institute of Technology), he started his career with Ashok Leyland, where he spent four years. After his MBA from the Indian Institute of Management Bangalore in 1985, he joined TCS, where he held positions of increasing responsibility and stature, including stints in the UK and the US.

Mr. Ramakrishnan is very passionate about education and is on the Advisory Board of Thiagarajar College of Engineering, Madurai. He is an active supporter of social causes, sponsoring education for underprivileged children, promoting digital literacy in rural areas, offering scholarships to deserving students in NIT, and also supporting research in IIM Bangalore.

The Board is of the opinion that Mr. Chandrasekaran Ramakrishnan fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and provisions of the SEBI Listing Regulations to be eligible to be re-appointed as Independent Director of the Company and is independent of the management.

The NRC has identified amongst others, expertise in governance, experience in strategy and planning, stakeholder engagement and industry advocacy, legal compliance, finance & risk management, knowledge about engineering research & development and global experience / international exposure as the skills required for the role of a director.

The NRC and the Board of Directors are of the view that Mr. Chandrasekaran possesses the requisite skills and capabilities. Considering the skills, experience and expertise of Mr. Chandrasekaran, the NRC and the Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail the services of Mr. Chandrasekaran Ramakrishnan as an Independent Director. Accordingly, the Board recommends approval for re-appointment of Mr. Chandrasekaran Ramakrishnan as an Independent Director by the Members through Special Resolution as set forth in this Notice.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company. A copy of the draft letter of re-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 last date of e-voting. Shareholders seeking to inspect such documents can also send an email to [investor@lts.com](mailto:investor@lts.com).

Disclosures as required under Secretarial Standards-2 on General Meetings and Regulation 36(3) of SEBI Listing Regulations are provided as an Annexure to the Notice.

Except Mr. Chandrasekaran Ramakrishnan, being the appointee, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 6.

## Item No. 7

### **Re-appointment of Mr. Abhishek Sinha (DIN: 07596644) as an Executive Director of the Company**

The Members of the Company had approved the re-appointment of Mr. Abhishek Sinha (DIN: 07596644) as Chief Operating Officer & Whole-Time Director of the Company for a period of three years with effect from October 18, 2022, upto and including October 17, 2025.



On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 24, 2025, approved the re- appointment of Mr. Abhishek Sinha as the Executive Director of the Company, for a period of three years commencing from October 18, 2025, upto and including October 17, 2028, subject to the approval of the Members on the following terms and conditions:

Particulars	Existing Remuneration (upto March 31, 2025)	Revised Remuneration (w.e.f April 1, 2025)
Base Salary	1,54,27,242/- p.a.	1,65,07,149/- p.a.
Variable Remuneration	Up to 37,87,094/- p.a.	Up to 40,52,191/- p.a.

**Notes:**

- The total remuneration mentioned above may be revised as per the Company's policy subject to annual increment up to 8%, as may be decided by the Board of Directors upon recommendation of NRC from time to time.*
- Variable Remuneration shall be payable as per the performance criteria mentioned in the contract of employment.*
- Will be entitled to all other benefits, perquisites, as may be applicable as per Company policy.*

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.

**Brief Profile of Mr. Abhishek Sinha:**

Mr. Abhishek Sinha serves as the Executive Director & President at L&T Technology Services. His leadership is characterized by a strong focus on quality, cost-efficient delivery, and the satisfaction of both clients and employees. Abhishek oversees key verticals and horizontals, including Medical, Smart World, Digital Manufacturing Services, Digital Products and Services, Embedded Services, V&V, and Global Alliances.

Under his stewardship, these segments are aligned to drive excellence and innovation, ensuring that LTTS remains at the forefront of industry advancements.

Earlier, as COO & Board Member at LTTS, Abhishek has been instrumental in establishing long-standing systems and processes, through strategy formulation and execution, operational excellence and talent leadership. Clients, peers, senior leaders, and team respect him for his commitment to driving results and transforming concepts to reality.

Prior to joining LTTS, Abhishek held pivotal leadership roles in KPIT, as Chief People and Operations Officer and a member of the executive board. He spearheaded HR and operations, architecting a scalable organizational structure and implementing frameworks for delivery excellence and practice development. At Infosys, as Vice President and Delivery Head, he led the Engineering Services unit, managing diverse domains such as Mechanical Systems, Telecom, Electronics, and Software Product Development.

After graduating in engineering from Banaras Hindu University (now IIT-BHU), Abhishek joined Infosys in 1993 and worked till 2013. During his tenure & leadership, the ER&D business at Infosys witnessed one of the fastest growth in its business.

Mr. Abhishek Sinha is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given

all the necessary declarations and confirmation including his consent to be re-appointed as the Executive Director of the Company.

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

Further, the Company has received notice from a Member under Section 160 of the Act proposing the re-appointment of Mr. Abhishek Sinha as the Executive Director.

The agreement entered into with Mr. Abhishek Sinha will be open for inspection by members in the manner as specified in this Notice upto the date of the AGM.

Considering Mr. Sinha's expertise and experience in the Company's businesses and based on the recommendation of the Nomination and Remuneration Committee, the Board considered the re-appointment of Mr. Abhishek Sinha as Executive Director in the interest of the Company and recommends the resolution as set out in the Notice for the approval of the Members of the Company as an Ordinary Resolution.

Except Mr. Abhishek Sinha being the appointee, none of the other Directors and / or Key Managerial Personnel of the Company and their respective relatives, are in anyway concerned or interested, financially or otherwise, in the Resolution set out in Item No. 7.

**Item No. 8**

**Entering into Material Related Party Transaction with Larsen & Toubro Limited, Holding Company.**

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), material related party transactions require approval of the shareholders through ordinary resolution.

For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. Considering that 10% of consolidated turnover of the Company as on March 31, 2025, was ₹1,067 Crores, the materiality threshold for seeking shareholders' approval is ₹ 1,000 Crores.

Once approved by shareholders, any subsequent 'Material Modification' in the proposed transaction as per the Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Larsen & Toubro Limited (Holding Company) is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations. The Company has entered into / proposes to enter into agreements / contracts / arrangements with Larsen & Toubro Limited ('L&T') in the nature of a) Sale, purchase, lease transaction, Sale / disposal of business assets or property or equipment; b) Availing or rendering of services; c) Transfer or

exchange of any resources, services or obligations to meet its business objectives / requirements. Since the aggregate amount of Related Party Transactions is likely to exceed 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements during FY 2025-26, the same would require prior approval of the members of the Company. The Company has been undertaking transactions of similar nature in the past in the ordinary course of business and on arm's length after obtaining requisite approvals of the Audit Committee of the Company. The maximum annual value of the proposed transactions with the aforesaid related parties is estimated based on the Company's current transactions with them and the future business prospects.

The Related Party Transactions are necessary to secure continuity of operations of the Company, and thus, in compliance with the requirement mentioned above, the Company is proposing to seek approval of the members. The Related Party Transactions are in the ordinary course of business of the Company and would be on arm's length terms with terms and rates comparable to prevailing market standards, ensuring no preferential treatment. The Audit Committee and Board of Directors have approved the Related Party Transactions with L&T upto ₹3,000 Crore, valid for a period of one year from the date of shareholders' approval.

The details required to be furnished under the SEBI Listing Regulations for the above purpose, are outlined below:

Sr. No.	Particulars
1	Name of the related party, its relationship with the Company including nature of concern or interest
2	Type, material terms and particulars of proposed transaction(s) / contract(s)
3	Tenure of the proposed transaction and Value of the proposed transaction(s) / contract(s)
4	Transaction related to providing loans / advances or securities for loan taken by a related party.
5	Details of the source of funds in connection with the proposed transaction.
6	If any financial indebtedness is incurred to make or give such loans / advances or securities for loan taken by a related party and nature of indebtedness / cost of funds / tenure.
7	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured.
8	Purpose for which the funds will be utilized.
9	Any advance paid or received for the transaction.

Sr. No.	Particulars
10	Percentage of the Company's consolidated turnover of the immediately preceding financial year that is represented by the value of the proposed transaction.
11	Details about valuation, arm's length and ordinary course of business.
12	Justification as to why the transaction is in the interest of the Company
13	Any other information relevant

28.12% of the Company's annual consolidated turnover for FY 2024-25.

The Company's Smart World business has domain expertise in the areas of project management and detailed engineering of Telecommunication & information networks. Thus, the proposed contracts / transactions are in the ordinary course of business for the Company. The Company will charge a price comparable to its other customers. The Company operates out of leased premises in India and overseas. Therefore, taking property on lease is in the ordinary course of business. The rentals paid would be comparable with market rates in the area. Hence the transactions / contracts will be at arm's length.

The Company has, through its Smart World business, considerable expertise in project management and the detailed engineering of telecommunication and information network domains. It foresees substantial potential for additional business in the Middle Eastern countries, particularly Saudi Arabia and UAE, for such project solutions. L&T is currently bidding for and/or executing projects in these countries, providing an opportunity for the Company to complement the work being done by L&T, leveraging the experience of its Smart World business unit in the domestic markets. The Company will also be in a position to tie up with other EPC contractors in the region, further expanding its reach and offerings.

LTTS primarily operates out of leased premises of the parent company, or third parties, at various locations across India and the Middle East. To cater to the growing business operations requirements, the Company proposes to take on lease certain commercial properties being developed by L&T which assure access to superior construction quality, timely possession and high-quality services. The proposed rentals are comparable with the market commercials in these areas.

Use of L&T trademark adds to the business value and provides significant business benefits to the Company.

Enabling approval from the shareholders is being sought to proceed with these potential arrangements since the exact value of contracts/ transactions cannot be envisaged at this stage.

Mr. S. N. Subrahmanyam, Non-Executive Chairman of the Company is the Chairman & Managing Director of L&T. Mr. Narayanan Kumar, Independent Director of the Company is an Independent Director of L&T. Other than these Directors, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.8, except to the extent of their shareholding in the Holding Company and Directorship in the Holding Company.

The members may note that as per the provisions of the Listing Regulations, related parties shall not vote to approve the resolution set out at item No. 8. The Board recommends the resolution set forth in Item No. 8 for approval of the members.

By Order of the Board of Directors  
For **L&T Technology Services Limited**

**PRASAD SHANBHAG**  
Company Secretary &  
Compliance Officer  
(M. No. A 30254)

Date: April 24, 2025  
Place: Mumbai

**(ANNEXURE TO NOTICE DATED APRIL 24, 2025)**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT**

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

<b>Name of the Director</b>	<b>Mr. S. N. Subrahmanyam</b>	<b>Mr. Alind Saxena</b>	<b>Mr. Chandrasekaran Ramakrishnan</b>	<b>Mr. Abhishek Sinha</b>
<b>Date of Birth</b>	March 16, 1960	July 12, 1969	October 2, 1957	June 1, 1972
<b>Date of first appointment on the Board</b>	January 10, 2015	April 26, 2023	October 19, 2020	October 18, 2019
<b>Qualifications</b>	Civil Engineering from National Institute of Technology, Post graduation in Business Management from Symbiosis and Executive Management Program from London Business School	B. Tech from IIT Kanpur and Certified in leadership from INSEAD & Harvard Business School	B.E. (Hons) degree from R.E.C. Trichy (NITT) and an MBA from IIM Bangalore	B. Tech-Mechanical Engineering from Banaras Hindu University
<b>Experience and Expertise in specific functional area</b>	Diversified and vast experience in Design and Build (D&B) contracts, PPP Projects, Engineering and Construction Industry	Diversified and Global business experience in research, conceptualizing, creating, operationalizing and turning around complex technology & engineering services businesses	Diversified and vast experience in IT Industry	Diversified and vast experience in the field of engineering, product development and software
<b>Terms and Conditions of Re-appointment</b>	Appointed as Non-executive Director w.e.f. January 10, 2015 and Chairman of the Company liable to retire by rotation w.e.f. June 27, 2024	Appointed as an Executive Director, liable to retire by rotation w.e.f. April 26, 2023	Re-appointment as Independent Director for a second term of 5 years with effect from October 19, 2025, upto and including October 18, 2030	Re-appointment as an Executive Director of the Company for a period of three years w.e.f. October 18, 2025, to October 17, 2028.
<b>Directorships held in other companies excluding foreign companies</b>	<ol style="list-style-type: none"> <li>1) Larsen &amp; Toubro Limited</li> <li>2) LTIMindtree Limited</li> <li>3) L&amp;T Finance Limited</li> <li>4) Indian Foundation for Quality Management</li> <li>5) L&amp;T Semiconductor Technologies Limited</li> <li>6) L&amp;T Realty Developers Limited</li> <li>7) L&amp;T Metro Rail (Hyderabad) Limited</li> </ol>	<ol style="list-style-type: none"> <li>1) Intelliswift Software (India) Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1) LTIMindtree Limited</li> <li>2) PNB Housing Finance Limited</li> <li>3) KSL Digital Ventures Limited</li> <li>4) Newgen Digital Works Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1) L&amp;T Thales Technology Services Private Limited</li> </ol>
<b>Memberships / Chairmanships of committees across all companies</b>	<b>Member</b> <b>Nomination &amp; Remuneration Committee</b> <ol style="list-style-type: none"> <li>1. L&amp;T Technology Services Limited</li> <li>2. LTIMindtree Limited</li> <li>3. Larsen and Toubro Limited</li> </ol>	NIL	<b>Chairman</b> <b>Risk Management Committee</b> <ol style="list-style-type: none"> <li>1. L&amp;T Technology Services Limited</li> </ol> <b>Nomination &amp; Remuneration Committee</b> <ol style="list-style-type: none"> <li>1. PNB Housing Finance Ltd</li> </ol>	NIL

Name of the Director	Mr. S. N. Subrahmanyam	Mr. Alind Saxena	Mr. Chandrasekaran Ramakrishnan	Mr. Abhishek Sinha
			<b>Member</b> <b>Audit Committee</b> 1. LTIMindtree Limited 2. KSL Digital ventures Limited <b>Nomination &amp; Remuneration Committee</b> 1. KSL Digital Ventures Limited <b>Corporate Social Responsibility Committee</b> 1. L&T Technology Services Limited 2. PNB Housing Finance Ltd <b>Risk Management Committee</b> 1. LTIMindtree Limited	
<b>Remuneration last drawn for (FY 2024-25)</b>	Mr. S.N. Subrahmanyam does not draw any remuneration from the Company in his capacity as Non-Executive Director.	As mentioned in the Corporate Governance Report forming part of this Integrated Annual Report.	As mentioned in the Corporate Governance Report forming part of this Integrated Annual Report.	As per the resolution set out in Item No. 7 of this Notice, read with the Explanatory statement
<b>Remuneration proposed to be paid</b>	NIL	As mentioned in the Corporate Governance Report forming part of this Integrated Annual Report.	Sitting fees to be paid for attending Board / Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board.	As per the resolution set out in Item No. 7 of this Notice, read with the Explanatory statement.
<b>Listed entities from which the person has resigned during the last three years</b>	None	None	None	None
<b>Number of Board Meetings attended during FY 2024-25</b>	6 out of 6 meetings	6 out of 6 meetings	6 out of 6 meetings	6 out of 6 meetings
<b>Shareholding in the Company as on April 25, 2025</b>	2,00,000 shares	68,000 shares	379 shares	NIL
<b>Relationships between directors inter se</b>	None	None	None	None
<b>Skills and Capabilities in case of Appointment of Independent Director</b>	-	-	As per the resolution No. 6 of this Notice, read with the explanatory statement.	-