

L&T TECHNOLOGY SERVICES LIMITED

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

CIN: L72900MH2012PLC232169

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

Tel No.: +91 22-67525656 • Fax No.: +91 22-67525858

NOTICE

NOTICE is hereby given that the **TENTH ANNUAL GENERAL MEETING** of **L&T TECHNOLOGY SERVICES LIMITED** will be held through **Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** on **Friday, July 15, 2022**, at **4.30 p.m. (IST)** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the 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, 2022, together with the reports of the Auditors thereon;
2. To declare Final Dividend on equity shares for the financial year ended March 31, 2022;
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. Abhishek Sinha (DIN: 07596644) who retires by rotation and, being eligible, offers himself for re-appointment;
5. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from conclusion of 10th Annual

General Meeting till conclusion of the 15th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

SPECIAL BUSINESS:

6. **REVISION IN REMUNERATION OF MR. AMIT CHADHA (DIN: 07076149) AS THE CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR**

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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the members be and is hereby accorded for revision in remuneration of Mr. Amit Chadha as Chief Executive Officer & Managing Director of the Company w.e.f. April 1, 2022.

RESOLVED FURTHER THAT Mr. Amit Chadha in his capacity as Chief Executive Officer & Managing Director of the Company, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and within the limits approved by the members as per the details given in the explanatory statement forming part of the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions of appointment of Mr. Amit Chadha, as approved by the members on March 3, 2021, by way of Postal Ballot, shall remain unchanged."

7. **RE-APPOINTMENT AND REMUNERATION OF MR. ABHISHEK SINHA (DIN: 07596644) AS THE CHIEF OPERATING OFFICER & WHOLE-TIME DIRECTOR**

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 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the members be and is hereby accorded for re-appointment and payment of remuneration to Mr. Abhishek Sinha (DIN: 07596644) in his capacity as Chief Operating Officer & Whole-Time Director of the Company, for a period of 3 years w.e.f. October 18, 2022 upto and including October 17, 2025.

RESOLVED FURTHER THAT Mr. Abhishek Sinha in his capacity as Chief Operating Officer & Whole-Time Director of the Company, be paid remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and within the limits approved by the members as per the details given in the explanatory statement forming part of the Notice convening this Annual General Meeting."

By Order of the Board of Directors

PRAJAKTA POWLE

**Company Secretary & Compliance Officer
(M. No. A20135)**

Date: April 21, 2022
Place: Mumbai

NOTES:

- 1) The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items no. 6 & 7 set out above are annexed hereto. In compliance with the General Circular No. 20/2020 issued by the Ministry of Corporate Affairs, the Board of Directors have considered and decided to include Item Nos. 6 and 7 given above as 'Special

Business' in the forthcoming Annual General Meeting ("AGM / Meeting"), as they are unavoidable in nature.

In terms of LODR, none of the directors seeking appointment/re-appointment at the forthcoming AGM have resigned from any listed entities in the past three years.

- 2) In view of the continued outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 and all other relevant circulars issued from time to time (hereinafter referred as "MCA Circulars"), physical attendance of the Members to the AGM venue is not required and the Meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 3) Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 4) Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are 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 email alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in and the Company at investor@lts.com. The scanned image of the abovementioned documents should be in the naming format "L&T Technology Services Limited 10th AGM".
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 9, 2022, to Friday, July 15, 2022 (both days inclusive).
- 6) If dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend is

subject to deduction of tax at source and will be made on or after July 20, 2022 as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on July 8, 2022;
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on July 8, 2022.

Final Dividend if approved by the Members at this Meeting will be directly credited to the bank accounts of the shareholders as on the Record Date i.e. Friday, July 8, 2022 as per the details available with the Company. In case of shareholders who have not registered their bank details with the Company, demand drafts will be sent to them in due course.

- 7) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from 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 submitting the documents at its dedicated link <https://iris.kfintech.com/form15> on or before July 8, 2022.
 - 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://iris.kfintech.com/form15> on or before July 8, 2022.

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

- 8) In line with the aforesaid MCA Circulars and SEBI Circulars dated January 15, 2021 and May 13, 2022 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 CDSL/NSDL ("Depositories") and has been uploaded on the website of the Company at www.LTTS.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 and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
- 9) Members holding shares in physical form are requested to furnish bank details, e-mail address, change of address etc. to the Company's Registrar & Share Transfer Agents: KFin Technologies Limited, Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032, so as to reach them latest by Friday, July 8, 2022, in order to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, Members holding shares in demat mode should update their records at the earliest.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- 10) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for an access to NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 members who do not have User ID and Password for an 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.

- 11) For convenience of Members and proper conduct of AGM, Members can login and join 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- 12) 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.
- 13) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 14) Members who are not able to join this Meeting over VC/OAVM will be able to view the live webcast of proceedings of AGM by logging on the e-voting website of NSDL by following remote e-voting instructions mentioned in the notice.

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

- 15) As the AGM is being conducted through VC/OAVM, for smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their names, demat account number/folio number, email id, mobile number at investor@lts.com. Questions/queries received by the Company by Wednesday, July 13, 2022 till 4:30 p.m. shall be considered and responded during AGM.
- 16) Shareholders 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 mentioning their name demat account number/folio number, email id, mobile number by Wednesday, July 13, 2022 till 4.30 p.m.

- 17) Only those Members who register themselves as Speakers will be allowed to express views/ask questions during the AGM. The Company reserves its right to restrict the number of questions and number of Speakers, as appropriate for smooth conduct of the AGM.

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

- 18) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the LODR and MCA circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. 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.
- 19) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, July 8, 2022 i.e. the cut-off date, are entitled to avail either the facility of remote e-voting prior to the AGM or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.
- 20) Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at Tuesday, July 12, 2022, at 9:00 A.M. and will end at Thursday, July 14, 2022, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date, may cast their vote electronically. 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, being July 8, 2022.
- 21) In addition, the facility for voting through electronic voting system shall also 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 <https://www.evoting.nsdl.com/>.

GENERAL INFORMATION:

- 22) 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 to reset the password.
- 23) 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 voting and remote e-voting process in a fair and transparent manner.
- 24) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the AGM shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.
- 25) Based on the report received from the scrutinizer the Company will submit within 48 hours of the conclusion of the Meeting to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the LODR.
- 26) The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.LTTS.com. and on the website of NSDL at 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 and will be communicated to the Stock Exchanges.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

- 27) 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@lts.com upto the date of the AGM. The said documents will be available for electronic inspection for the Members without payment of any fee.

- 28) 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@lts.com.

OTHERS

- 29) There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. Members who have not encashed their dividend warrants/demand drafts pertaining to the year 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, interim and special dividend of 2021-22 may approach the Company/RTA, for obtaining payments thereof.
- 30) The Company has designated an exclusive email id viz. investor@lts.com to enable Investors to register their complaints, if any.
- 31) SEBI has mandated securities of listed companies to be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares that are held by them in physical form.
- 32) 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.
- 33) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 the RTA at einward.ris@kfintech.com.

2. In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID 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) by email to the RTA at einward.ris@kfintech.com with a copy marked to the Company at investor@lts.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) below i.e., Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

How do I vote electronically using NSDL e-Voting system?

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 on NSDL e-voting system.

Details on Step 1 is mentioned below: -

A) Login method for e-Voting and joining virtual meeting

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com 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 & voting during the meeting.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Alternatively, 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. 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 & 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>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

Type of shareholders	Login Method
	<p>2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
Shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode	<p>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.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p><i>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</i></p>

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.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
b) For Members who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID</p> <p>For example, if your Beneficiary ID is 12***** then your user ID is 12*****.</p>
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

Your Password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned above in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.

- (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.co.in 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.
- e) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- f) Now, you will have to click on "Login" button.
- g) After you click on the "Login" button, home page of e-Voting will open.

Details on Step 2 is 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 General 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.

Helpdesk 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
Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. July 8, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 8, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

EXPLANATORY STATEMENT

As required by Section 102(1) of the Companies Act, 2013 ("the Act"). The following Explanatory Statement sets out material facts relating to the business under Item Nos. 5 to 7 of the accompanying Notice dated April 21, 2022.

Item No. 5

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013 ("the Act").

Pursuant to Section 139 of the Act, Messrs. Sharp & Tannan, Chartered Accountants (M. No. 109982W) were appointed as the Statutory Auditors of the Company for a period of four years from conclusion of 6th Annual General Meeting till conclusion of 10th Annual General Meeting at a remuneration of Rs. 29,18,000 excluding the GST and out of pocket expenses for the FY 2021-22.

As per Section 139(2) of the Act, an audit firm cannot act as an auditor of a company for more than two terms of five consecutive years. Messrs. Sharp & Tannan has already completed two consecutive terms, and hence, the Board of Directors on the recommendation of Audit Committee, subject to the approval of shareholders, have recommended the appointment of Messrs. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as the Statutory Auditors of the Company from the conclusion of 10th Annual General Meeting upto the conclusion of the 15th Annual General Meeting of the Company at a remuneration as given below to conduct audit for FY 2022-23:

Particulars	Fees payable for FY 2022-23 (Amount in ₹)
Fee for conducting Statutory Audit under Companies Act- IFS	15,00,000
Fee for conducting Quarterly Limited review- IFS & CFS for 3 Qtr.	22,50,000
Fees for conducting Tax Audit u/s 44AB of the Income Tax Act	2,50,000
Sub Total	40,00,000
Other certification:	
- ITGC	At actuals
- Transfer Pricing	
Re-imbursement of expense	At actuals

There is no material change in the fees payable to the new auditor as compared to the outgoing auditor.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found Messrs. MSKA & Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The Auditors have informed the Company that their appointment, if made would be within the limits prescribed u/s. 141 of the Act.

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

The Board and/or the Audit Committee is further been authorized to approve any change in the terms and conditions of appointment, including the remuneration of the Statutory Auditors.

The Board recommends approval of the appointment and remuneration to the Statutory Auditors by the Members through Ordinary Resolution set forth in Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

Item No. 6

The shareholders of the Company through a Postal Ballot on March 3, 2021, had approved the appointment of Mr. Amit Chadha as Chief Executive Officer & Managing Director of the Company with effect from April 1, 2021, for a period of three years on the existing terms and conditions. Further, the shareholders at the Annual General Meeting held on July 16, 2021, have approved the revised compensation structure for Mr. Amit Chadha.

On recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on April 21, 2022, have approved the revised compensation structure for Mr. Amit Chadha in line with the prevailing managerial compensation trends in the IT sector, subject to

the approval of the Shareholders. Part III of Schedule V of the Companies Act, 2013 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 in General Meeting.

The revised terms and conditions of remuneration of Mr. Amit Chadha, Chief Executive Officer & Managing Director of the Company, are as specified in the Addendum Agreement entered into with him and the details of the remuneration payable to Mr. Amit Chadha are as under:

Particulars	Existing Remuneration (Upto March 31, 2022)	Revised Remuneration (w.e.f. April 1, 2022)
Base Salary	USD 5,00,500/- p.a.	USD 5,25,525/- p.a.
Variable Remuneration*	Up to USD 2,00,000/- p.a.	Up to USD 2,10,000/- p.a.
Commission on profit at the sole discretion of the Company	0.1% of the Standalone Profit after Tax, calculated as per the Companies Act, 2013	0.15% of the Standalone Profit after Tax, calculated as per the Companies Act, 2013

*As per the performance criteria mentioned in the contract of employment.

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 the Nomination & Remuneration Committee. 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 is the Chief Executive Officer & Managing Director of the Company and is responsible for providing business & technology leadership, market direction and strategic vision to drive the Company's global performance.

Mr. Amit Chadha was previously Deputy CEO & Whole Time Director, and was running the gamut of business operations, delivery and sales & marketing at LTTS, and preparing the technology roadmap for the Company's future. Mr. Amit Chadha has been leading the LTTS' executive management team that oversees the organization's business and strategy implementation.

Mr. Amit Chadha has always been passionate about helping global R&D customers and Fortune 500 companies leverage L&T Technology Services' digital engineering offerings for their strategic differentiation and product development.

He joined LTTS in 2009, as its Business Head of Americas. Over the years, he has progressively taken on increased responsibility for the Company's business worldwide and helped in its growth, both organically and via acquisitions.

As a core member of the LTTS leadership team, Mr. Amit Chadha was instrumental in driving the Company through a high-profile Initial Public Offering (IPO) in India and successfully listing it on the National Stock Exchange and the Bombay Stock Exchange.

Mr. Amit Chadha's career which spans over two decades in core engineering & information technology outsourcing, is marked with significant achievements. He has managed P&L for multiple business units, spearheaded organization-wide strategic initiatives and led business development and relationship management activities worldwide.

Mr. Amit Chadha is an Electrical & Electronics Engineer and has done his Global Business Leadership Executive Program with Harvard Business School Publishing. He has also done an Advanced Management Program in Business Leadership from INSEAD, France. Mr. Chadha is currently based in Washington DC.

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, Chief Executive Officer and Managing Director of the Company containing the terms and conditions of his remuneration will be open for electronic inspection without any fees by the Members upto the date of the AGM.

The Board recommends approval of the remuneration of Mr. Amit Chadha as Chief Executive Officer and Managing Director by the Members through Ordinary Resolution set forth in Item No. 6 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 any way concerned or interested in the Resolution set out in Item No. 6.

Item No. 7

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors had appointed

Mr. Abhishek Sinha (DIN: 07596644), as an Additional Director with effect from October 18, 2019. Further, the Shareholders of the Company at the AGM held on July 17, 2020, had approved the appointment of Mr. Abhishek Sinha as Chief Operating Officer & Whole-Time Director of the Company for a period of three years w.e.f. October 18, 2019, upto and including October 17, 2022, on the mentioned terms and conditions of appointment.

On recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 21, 2022 have approved the re-appointment of Mr. Abhishek Sinha (DIN: 07596644) for a further term of three years w.e.f. October 18, 2022 to October 17, 2025, subject to shareholders approval.

The details of the remuneration payable to Mr. Abhishek Sinha are as under:

Particulars	Existing Remuneration (Upto March 31, 2022)	Revised Remuneration (w.e.f. April 1, 2022)
Fixed Pay	₹ 1,29,53,010/-	₹ 1,37,30,191/-
Variable Pay	Up to ₹ 31,50,000/-	Up to ₹ 33,39,000/-

Notes:

- The Total Remuneration mentioned above shall be revised as per the Company's policy subject to annual increment upto 8%, as may be decided by the Board of Directors upon recommendation of NRC from time to time. 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.
- Will be entitled to all other benefits, perquisites, as may be applicable as per Company policy.

Brief Profile of Mr. Abhishek Sinha:

Mr. Abhishek Sinha is the Chief Operating Officer (COO) & Whole Time Director of the Company, focusing on quality, cost-efficient delivery, and client and employee satisfaction. Key Vertical and Horizontal Heads roll up to him.

Mr. Abhishek Sinha has over two decades of industry experience in Business Leadership in both Engineering and Enterprise Software areas. His key strengths are making business competitive through strategy formulation and execution, operational excellence and talent leadership.

Prior to joining LTTS, Mr. Abhishek Sinha was an Executive Board Member & Chief People and Operations Officer (CPOO) at KPIT Technologies Ltd, responsible for laying out the Operational framework and Operational Governance of all businesses within the company (both IT and Engineering) to

help in achieving profitable growth. He was also responsible for creating a highly engaged employee experience through innovative People Practices as the Executive Head of People Function (HR, Learning Organization, Recruitment). Prior to this role, his responsibilities have spanned from managing P&L unit to heading delivery and operations function in the space of Engineering Services, Mobility and BPM (Business Process Management). He has worked in US, UK and Australia in Consulting, Program Management and Account Management roles.

Before joining KPIT, Mr. Abhishek Sinha had a long association with Infosys Technologies from 1993 and until 2013 where he was Vice President and Delivery Head of "Engineering Services" providing Engineering and R&D services to global clients. Under his leadership, Engineering unit emerged as one of the fastest growing and amongst the most profitable units in Infosys. Mr. Abhishek Sinha has completed his B. Tech in Mechanical Engineering from IIT Banaras Hindu University.

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

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 in a General Meeting.

The Addendum Agreement entered into between the Company and Mr. Abhishek Sinha, Chief Operating Officer and Whole-Time Director, containing the terms and conditions of his re-appointment and remuneration will be open for electronic inspection without any fees by the Members.

The Board recommends the approval of resolution for re-appointment and remuneration of Mr. Abhishek Sinha by the Members through Ordinary Resolution set forth in Item No. 7.

Except Mr. Abhishek Sinha, 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. 7.

By Order of the Board of Directors

PRAJAKTA POWLE
Company Secretary & Compliance Officer
(M. No. A20135)

Date: April 21, 2022
Place: Mumbai

(ANNEXURE TO NOTICE DATED APRIL 21, 2022)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[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	Mr. S. N. Subrahmanyam	Mr. Abhishek Sinha	Mr. Amit Chadha
Date of Birth	March 16, 1960	June 1, 1972	October 2, 1972
Date of first appointment on the Board	January 10, 2015	October 18, 2019	February 1, 2015
Qualifications	B.Sc., Engg. (Civil) & MBA Finance	B. Tech in Mechanical Engineering	B.E (Electrical and Electronics), Global Business Leadership Executive Program from Harvard Business School Publishing and Advanced Management Program in Business Leadership from INSEAD, France
Expertise	Vast Experience in Design and Build (D&B) contracts, PPP Projects, Engineering and Construction Industry	Diversified and vast experience in the field of engineering, product development and software.	Diversified and vast experience in business development and relationship management activities
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Larsen and Toubro Limited 2. Larsen & Toubro Infotech Limited 3. L&T Metro Rail (Hyderabad) Limited 4. Mindtree Limited 5. L&T Finance Holdings Limited 6. L&T Realty Developers Limited 	<ol style="list-style-type: none"> 1. L&T Thales Technology Services Private Limited 2. Seastar Labs Private Limited 	<ol style="list-style-type: none"> 1. Graphene Semiconductor Private Limited
Memberships/ Chairmanships of committees across all companies	Member – Nomination & Remuneration Committee <ol style="list-style-type: none"> 1. L&T Metro Rail (Hyderabad) Limited 2. Mindtree Limited Strategic Investment Committee <ol style="list-style-type: none"> 1. Larsen & Toubro Infotech Limited 	Nil	Member - Risk Management Committee <ol style="list-style-type: none"> 1. L&T Technology Services Limited
Number of Meetings attended during the year	4 out of 5 meetings	5 out of 5 meetings	5 out of 5 meetings
Shareholding of Non-Executive Directors as on March 31, 2022	2,00,000	NA	NA
Relationships between directors inter-se	Nil	Nil	Nil