

NOTICE

NOTICE is hereby given that the **THIRD ANNUAL GENERAL MEETING** of **L&T TECHNOLOGY SERVICES LIMITED** will be held at the Registered Office of the Company at **L&T House Ballard Estate, Mumbai - 400 001** on **September 22, 2015** at **10.00 a.m.** to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the financial statements for the year ended March 31, 2015 & the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. V. K. Magapu (DIN 0001658) who retires by rotation and being eligible offers himself for re-appointment;
3. To appoint M/S Sharp & Tannan, Chartered Accountants (ICAI Reg. No. 109982W) statutory auditors and fix their remuneration.

SPECIAL BUSINESS:

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

RESOLVED THAT Mr. Amit Chadha (holding DIN 07076149) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Director be and is hereby appointed as Director.”

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

“RESOLVED THAT Mr. S. N. Subrahmanyam (holding DIN 02255382) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as Director.”

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

“RESOLVED THAT Ms. Renuka Ramnath (holding DIN 00147182) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting, is eligible for appointment, and in respect of whom the Company has received a notice in writing from the director under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and hereby appointed as Director.

RESOLVED FURTHER THAT Ms. Renuka Ramnath be and is hereby appointed as an Independent Director of the Company with effect from April 10, 2015 to hold office upto April 9, 2020. ”

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

V.K.MAGAPU
DIRECTOR
(DIN: 00001658)

Date: 7th May 2015

Place: Mumbai

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT PROXY NEED NOT BE A MEMBER.

PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

EXPLANATORY STATEMENT

As required by section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special businesses of the accompanying notice dated May 7, 2015.

ITEM NO. 4:

Mr. Amit Chadha, Whole Time Director (DIN 07076149) was appointed as an Additional Director in the Board meeting held on January 10, 2015 effective from February 01, 2015, who holds office up to the date of Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Amit Chadha for the office of the Director.

Further the shareholders in their meeting dated February 18, 2015 have approved the appointment of Mr. Amit Chadha as a Whole-Time Director of the Company for a period of 3 years with effect from February 1, 2015.

The Directors recommend the resolution for approval of the Shareholders.

Except Mr. Amit Chadha, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in this Resolution.

ITEM NO. 5:

Mr. S. N. Subrahmanyam, Director, (DIN 02255382) was appointed as an Additional Director on January 10, 2015 who holds office up to the date of Annual General Meeting. The Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. S. N. Subrahmanyam for the office of the Director.

The Directors recommend the resolution for approval of the Shareholders.

Except Mr. S. N. Subrahmanyam, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

ITEM NO.6:

Ms. Renuka Ramnath, (DIN 00147182) was appointed as an Independent Director for a period of 5 years with her appointment effective from April 10, 2015. In terms of Section 161 Ms. Renuka Ramnath holds office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from the director along with deposit of requisite amount under the provisions of

Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director.

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013, Ms. Renuka Ramnath is proposed to be appointed as an Independent Director for a term with effect from April 10, 2015 upto and including April 9, 2020, for a period of 5 years.

In the opinion of the Board, Ms. Renuka Ramnath fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Ms. Renuka Ramnath as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Directors recommend the resolution for approval of the Shareholders.

Except Ms. Renuka Ramnath, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

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

V.K.MAGAPU
DIRECTOR
(DIN: 00001658)

Date : 7th May 2015
Place: Mumbai