



LARSEN & TOUBRO INFOTECH LIMITED

CIN: U72900MH1996PLC104693

Regd. Office: L&T House, Ballard Estate, Mumbai - 400 001

Tel:- +91-22-6752 5656 Fax:- +91-22-6752 5893

E-mail:- investor@Lntinfotech.com Website:- www.Lntinfotech.com

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactments thereof), relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Standard - 2 of Secretarial Standards relating to General Meetings and other applicable laws and regulations to the Shareholders of Larsen & Toubro Infotech Limited (the "Company") that the resolution appended below is proposed to be passed by way of Postal Ballot including e-voting.

The proposed resolution and explanatory statement stating the material facts and the reasons thereof is appended below and a Postal Ballot Form is enclosed for your consideration and voting.

The Board of Directors of the Company has appointed Mr. Alwyn D'souza, Practising Company Secretary, failing him, Mr. Vijay Sonone, Practising Company Secretary of M/s. Alwyn D'Souza & Co., Company Secretaries, as the Scrutinizer, at its meeting held on Thursday, July 28, 2016, for conducting the Postal Ballot (physical & e-voting) process in accordance with law and in a fair and transparent manner

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Standard - 2 of Secretarial Standards relating to General Meetings, is pleased to provide to the Shareholders (whether holding shares in physical or in dematerialized form), the facility to exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by the National Securities Depository Limited ("NSDL"). The e-voting period commences on Tuesday, August 9, 2016 at 10:00 AM IST and ends on Thursday, September 8, 2016 at 5:00 PM IST. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Shareholders, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. **Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, pre-paid postage envelope, so as to reach the Scrutinizer before 5:00 PM IST on Thursday, September 8, 2016.** Please note that any Postal Ballot Form(s) received after the above mentioned period will be treated as not received. The Scrutinizer will submit his report to the Chairman or in his absence, any Director/ any other person authorised by the Board, after completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by Postal Ballot (with the Scrutinizer's report) will be announced by the Chairman of the Company or any Director/ any other person authorized by the Board, on or before Saturday, September 10, 2016, 5:00 PM IST at the Corporate Office of the Company situated at L&T Technology Centre, Gate No.5, Saki Vihar Road, Powai, Mumbai - 400 072 and will be displayed on the notice board at the Registered Office of the Company situated at L&T House, Ballard Estate, Mumbai - 400 001 and at the Corporate Office of the Company. The results of the Postal Ballot will also be posted on the Company's website:www.Lntinfotech.com and the website of NSDL and the results will also be intimated to the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE").

Proposed Resolution:

Item No. 1

To ratify the Larsen & Toubro Infotech Limited Employee Stock Option Scheme 2015 (ESOP Scheme-2015):

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

"RESOLVED THAT in furtherance of and supplement to the Special Resolution passed by the Shareholders in the Extra-Ordinary General Meeting of the Company held on September 14, 2015, pursuant to Clause 12 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("SEBI ESOP Regulations"), provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be applicable, including such conditions and modifications as may

be prescribed or imposed while granting such approvals, consents, permissions and sanctions, ‘Larsen & Toubro Infotech Limited Employee Stock Option Scheme 2015’ (hereinafter referred to as the “ESOP Scheme-2015”) formulated and approved prior to the Initial Public Offering (“IPO”) of the Company, be and is hereby, ratified and the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 nomenclatured as the Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and grant at any time, directly or through a trust, to the eligible permanent employees, existing & future directors (including whole-time directors and non-executive directors but excluding independent directors) of the Company, whether working in or outside India, as may be decided solely by the Board, under the ESOP Scheme-2015, up to a maximum of 80,62,500 options, each option convertible into one fully paid-up equity share of Re.1 each of the Company, on payment of the requisite exercise price to the Company, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board and/or the Compensation Committee in accordance with the ESOP Scheme-2015.

RESOLVED FURTHER THAT the Board and/or the Compensation Committee, be and is hereby authorised to do all such acts as it may in its absolute discretion deem necessary to bring the ESOP Scheme-2015 into effect including incur expenses in relation thereto.

RESOLVED FURTHER THAT subject to applicable laws and any approvals, consents, permissions and sanctions, as may be required, the options may be granted to the eligible employees either directly or through a trust constituted/to be constituted by the Board and/or the Compensation Committee.

RESOLVED FURTHER THAT the equity shares, if any, issued/allotted upon exercise of options from time to time in accordance with the ESOP Scheme-2015, shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board and/or the Compensation Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP Scheme-2015 from time to time or to suspend, withdraw or revive the ESOP Scheme-2015, from time to time, as may be specified by any statutory authority or otherwise and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose in conformity with the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the SEBI ESOP Regulations as amended from time to time and any other applicable laws and with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board and/or the Compensation Committee to secure any further consent or approval of the Company.

**For Larsen & Toubro Infotech Limited
By Order of the Board of Directors**

**Date: July 28, 2016
Place: Mumbai**

**Subramanya Bhatt
Company Secretary
(Membership No: F2125)**

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

Item No. 1:

Pursuant to the resolution of the Board dated July 27, 2015, and the Shareholders’ resolution dated September 14, 2015, the Company had established the Larsen & Toubro Infotech Limited Employee Stock Option Scheme 2015 (“ESOP Scheme-2015”).

The aggregate number of options that can be granted under the ESOP Scheme-2015 is 80,62,500. Each option granted under the ESOP Scheme-2015 is convertible into one equity share.

Details of grants, exercise and lapsing of options as at July14, 2016 on a cumulative basis are as follows:

Options granted	31,66,900
Options lapsed/expired	Nil
Options exercised	Nil
Options outstanding	31,66,900

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering (“IPO”) and prior to the listing of its equity shares (“Pre-IPO Scheme”) unless: (i) such Pre-IPO Scheme is in conformity with the SEBI ESOP Regulations; and (ii) Such Pre-IPO Scheme is ratified by its Shareholders subsequent to the IPO. Further, as per proviso to Regulation 12(1) of the SEBI ESOP Regulations, the ratification under clause (ii) may be done any time prior to grant of new options under such Pre-IPO Scheme.

ESOP Scheme-2015 is compliant with the SEBI ESOP Regulations.

In terms of Regulation 12(1) of the SEBI ESOP Regulations, the Company cannot make any fresh grant under ESOP Scheme-2015, unless ESOP Scheme-2015 is ratified by the Shareholders of the Company.

The Directors recommend the resolution for ratification by the Shareholders.

All the Directors and Key Managerial Personnel of the Company except the Company Secretary and the Independent Directors, are interested in this resolution to the extent of employee stock options granted to them under ESOP Scheme-2015.

**For Larsen & Toubro Infotech Limited
By Order of the Board of Directors**

Date: July 28, 2016

Place: Mumbai

**Subramanya Bhatt
Company Secretary
(Membership No: F2125)**

NOTES:

1. The Postal Ballot Notice is being sent to all the Shareholders of the Company, whose names appear on the Register of Shareholders/list of Beneficial Owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) on Friday, July 29, 2016 i.e. the relevant date. Any person who is not a Shareholder as on the relevant date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the Shareholders who have registered their email addresses with Depositories/Registrar and Share Transfer Agents and to other Shareholders by permitted mode along with a self-addressed, pre-paid postage envelope.
2. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and 1 (one) Marathi newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and published on the Company’s website: www.Lntinfotech.com and the website of NSDL.
3. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard - 2 of Secretarial Standards relating to General Meetings, the Company has also extended e-voting facility as an alternate, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged NSDL to offer e-voting Facility.
4. The e-voting commences on Tuesday, August 9, 2016 at 10:00 AM IST and ends on Thursday, September 8, 2016 at 5:00 PM IST.
5. Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached self addressed, pre-paid postage envelope. Unsigned Postal Ballot Form/s will be rejected. Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed and signed Postal Ballot Form(s) should reach the Scrutinizer before 5:00 PM IST on Thursday, September 8, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). The e-voting module shall also be disabled by NSDL for voting thereafter.
6. The Shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Shareholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. All the documents referred to in explanatory statement will be available for inspection at the Registered Office of the Company on all working days from 11:00 AM IST to 1:00 PM IST, upto the date of declaration of results of Postal Ballot.
8. The Scrutinizer will submit his report to the Chairman or any Director/ any other person authorized by the Board, after completion of the scrutiny of the Postal Ballots including the e-voting, on or before Saturday, September 10, 2016. The result of the voting by Postal Ballot (with the Scrutinizer’s report) will be announced on or before Saturday, September 10, 2016.
9. Resolution passed by the Shareholders through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Shareholders. The last date specified by the Company for e-voting or receipt of duly completed Postal Ballot Forms shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

10. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

The Company Secretary, Larsen & Toubro Infotech Limited, L&T House, Ballard Estate, Mumbai 400 001, Tel: +91 6776 6776, Email - investor@Lntinfotech.com; investor@Lntinfotech.com

Registrar and Share Transfer Agent, Link intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078, Tel: +91 22 2594 6970, Email - rnt.helpdesk@linkintime.co.in.

INSTRUCTIONS FOR E-VOTING:

1. In case of Shareholders receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz. "L&T Infotech e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- (iii) Click on Shareholder-Login.
- (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password
- (v) If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
- (vi) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to 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 'Forgot Password' option available on the site to re-set the same.
- (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- (viii) Select Electronic Voting Event Number ("EVEN") of Larsen & Toubro Infotech Limited, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- (ix) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xiii) Once you have voted on the resolution, you will not be allowed to modify your vote.

2. In case of Shareholders receiving Postal Ballot Form by Post and desiring to cast e-vote:

- (i) Initial password, along with User ID and Electronic Voting Event Number ("EVEN") is provided in the table given in the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) given above to cast your vote.

3. If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.

4. You can also update your mobile/phone number and e-mail id in the user profile details of the folio.

5. 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 "downloads" section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

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



L&T Infotech

Larsen & Toubro Infotech Limited

Corporate Identity Number (CIN) - U72900MH1996PLC104693

Registered office: L&T House, Ballard Estate, Mumbai - 400 001

Tel:- +91-22-6752 5656 Fax: +91-22-6752 5893

E-mail:- investor@lntinfotech.com Website:- www.lntinfotech.com

POSTAL BALLOT FORM

Serial No.:

- 1) Name(s) of the Shareholder(s) :
Including Joint holder(s), if any
- 2) Registered Address of the Sole / First Named Shareholder
- 3) Regd. Folio No./DP ID-Client ID No.
- 4) No. of shares held
- 5) I/We hereby exercise my/our vote(s) in respect of the resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated July 28, 2016 of the Company by sending my/ our assent or dissent to the said resolution by placing tick mark (✓) in the appropriate box below :

Resolution No.	Particulars	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ratification of the Larsen & Toubro Infotech Limited Employee Stock Option Scheme 2015 ("ESOP Scheme-2015").			

Place :

Date :

Signature of Shareholder(s)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password / PIN

Notes:

1. For e-voting, please refer the instructions under "Instructions for E-voting" in the Postal Ballot Notice attached herewith.
2. Last date for receipt of the Postal Ballot Form by the Scrutinizer: September 8, 2016.

INSTRUCTIONS FOR BALLOT VOTING

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed, pre-paid postage envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Shareholder will also be accepted. Shareholders are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/ Depository) by the first named Shareholder and in his/her absence, by the next named Shareholder. Holders of Power of Attorney ("POA") on behalf of the Shareholders may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM IST on Thursday, September 8, 2016. Postal Ballot Form received after that date will be strictly treated as if reply from such Shareholder has not been received. The Shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned above) along with the Postal Ballot Form in the enclosed self-addressed, pre-paid postage envelope as all such envelopes will be sent to the scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the scrutinizer.
7. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of the joint Shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.Lntinfotech.com) and the same duly completed, should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
11. Additionally, please note that the Postal Ballot Form shall be considered invalid if:
 - (i) A form other than one issued by the Company has been used;
 - (ii) It is not possible to determine without any doubt the assent or dissent of the Shareholder;
 - (iii) Neither assent nor dissent is mentioned;
 - (iv) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Shareholder;
 - (v) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - (vi) The Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.