



Let's Solve

LTI/SE/STAT/2017-18/137

January 12, 2018

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai- 400 051
NSE Symbol: LTI

The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
BSE Scrip Code: 540005

Dear Sirs,

Sub: Report on Corporate Governance pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to the above, we enclose the Corporate Governance Report for the quarter ended December 31, 2017.

Kindly take the above intimation on records and acknowledge the receipt of the same.

Thanking You,

Yours sincerely,

For Larsen & Toubro Infotech Limited

Manoj Koul

**Company Secretary & Compliance Officer
Membership No.: ACS 16902**



Larsen & Toubro Infotech Ltd.

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A Larsen & Toubro
Group Company

Company Name - LARSEN & TOUBRO INFOTECH LIMITED
Quarter - DECEMBER 2017

I. Composition of Board of Directors										
Title	Name of the Director	PAN ⁵	DIRN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶	Date of Appointment in the current term/cessation	Date of cessation	Tenure* (in years)	No of Directorship in listed entities including this listed entity [Refer Regulation 25(1) of Listing Regulations]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ⁷ [Refer Regulation 26(1) of Listing Regulations]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
[Mr./Ms.]										
Mr.	Anilkumar Manibhai Nalk	AAAPNG700G	00001514	Non-Executive - Non-Independent Director, Chairperson	23-12-1996	-	-	3	0	0
Mr.	Sekhariparam Narayanan Subrahmanyam	AMHPS2019H	02255382	Non-Executive - Non-Independent Director	10-01-2015	-	-	4	2	0
Mr.	Sanjay Jalota	AAAPJ6495N	07256786	Executive Director, CEO & MD	10-08-2015	-	-	1	1	0
Mr.	Rameswarthi Shankar Ramani	AA/PS2542C	00019798	Non-Executive - Non-Independent Director	28-10-2015	-	-	5	6	0
Mr.	Sudhar Chaturvedi	AGPFC6578R	07180115	Executive Director	09-11-2016	-	-	1	0	0
Mr.	Aftab Zaid Ullah	AAAPUR599D	05165334	Executive Director	09-11-2016	-	-	1	1	0
Mr.	Suresh Thakorbhai Desai	AYKFD1408M	01182756	Non-Executive - Independent Director	01-04-2017	-	4	2	2	0
Mr.	Mukund Manohar Chitale	AAAPC3372H	00101004	Non-Executive - Independent Director	01-04-2017	-	5	5	7	4
Ms.	Vedika Bhandarkar	AEUPB2687J	00033808	Non-Executive - Independent Director	16-03-2015	-	5	5	9	3
Mr.	Arjun Gupta	BATPG1033R	07320915	Non-Executive - Independent Director	28-10-2015	-	5	2	0	0
Mr.	Sanjeev Aga	AAAPAZ497D	00027065	Non-Executive - Independent Director	05-11-2016	-	6	6	5	2
Mr.	Sudip Banerjee	AAAPB2951Q	05045757	Non-Executive - Independent Director	20-05-2017	-	5	4	2	0

5 PAN number of any director would not be displayed on the website of Stock Exchange
6 Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories.
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.
7 Includes No. of Chairmanship in Public Companies.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ²
1. Audit Committee	Mukund Manohar Chitale	Chairperson, Non-Executive - Independent Director
	Suresh Thakorbhai Desai	Member, Non-Executive - Independent Director
	Sekhariparam Narayanan Subrahmanyam	Member, Non-Executive - Non-Independent Director
	Vedika Bhandarkar	Member, Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Suresh Thakorbhai Desai	Chairperson, Non-Executive - Independent Director
	Anilkumar Manibhai Nalk	Member, Non-Executive - Non-Independent Director
	Sekhariparam Narayanan Subrahmanyam	Member, Non-Executive - Non-Independent Director
	Arjun Gupta	Member, Non-Executive - Independent Director
3. Stakeholders Relationship Committee	Vedika Bhandarkar	Chairperson, Non-Executive - Independent Director
	Sanjay Jalota	Member, Executive Director
	Aftab Zaid Ullah	Member, Executive Director

2 Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.
Other Committees not disclosed as not part of standard report



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
July 24, 2017		-
August 24, 2017	November 6, 2017	73

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee (November 6, 2017)	Yes	July 24, 2017	104

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional


V. Related Party Transactions		
Subject	Compliance Status (Yes/ No/ N.A.)	If status is "No", details of non-compliance may be given
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations		Yes/ No/ N.A.
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation, 2015:		
a. Audit Committee		Yes
b. Nomination & remuneration committee		Yes
c. Stakeholders relationship committee		Yes
d. Risk management committee (applicable to the top 100 listed entities)		N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:		Yes
6. Information provided in this report is based upon the disclosures received by us		Yes

For Larsen & Toubro Infotech Limited


 Manoj Koul
 Company Secretary & Compliance Officer

