



Let's Solve

LTI/SE/STAT/2017-18/97

October 13, 2017

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

We enclose herewith the Corporate Governance Report for the quarter ended September 30, 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.

Technology Tower 1, Gate No.5, Saki Vihar Road, Powai, Mumbai-400072, India

T +91 22 6776 6776

F +91 22 2858 1130

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

www.Ltininfotech.com | E-mail: info@Ltininfotech.com | CIN: U72900MH1996PLC104693



A Larsen & Toubro
Group Company



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Company Name : LARSEN & TOUBRO INFOTECH LIMITED
Quarter : SEPTEMBER 2017

E. Composition of Board of Directors										
Title	Name of the Director	PAN [§]	DIRN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) *	Date of Appointment in the current term/cessation	Date of cessation	Tenure * (in years)	No of Directorship in listed entities including this listed entity <small>(Refer Regulation 25(1) of Listing Regulations)</small>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [†] <small>(Refer Regulation 26(1) of Listing Regulations)</small>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <small>(Refer Regulation 26(1) of Listing Regulations)</small>
(Mr./ Ms.)										
Mr.	Anilkumar Mandhavi Naik	AAAPN6700G	00001514	Non-Executive - Non Independent Director, Chairperson	23-12-1996		-	3	0	0
Mr.	Sekharipuram Narayanan Subrahmanyam	AMHPS2019N	02255382	Non-Executive - Non Independent Director	10-01-2015		-	4	2	0
Mr.	Sanjay Jalona	AAKPI6495N	07256786	Executive Director, CEO & MD	10-08-2015		-	1	1	0
Mr.	Ramansathi Shankar Ramani	AAFPS2542C	00019298	Non-Executive - Non Independent Director	28-10-2015		-	5	7	0
Mr.	Sudhir Chaturvedi	AGYPC6578R	07180115	Executive Director	09-11-2016		-	1	0	0
Mr.	Aftab Zaid Lillah	AARPU8599D	05105334	Executive Director	09-11-2016		-	1	1	0
Mr.	Samir Thakorbhai Desai	AYKPD1408M	01181256	Non-Executive - Independent Director	01-04-2017		4	2	2	0
Mr.	Mukund Manohar Chitale	AABPC3022H	00101004	Non-Executive - Independent Director	01-04-2017		5	5	7	4
Ms.	Vedika Bhandarkar	ATUP82687I	00031808	Non-Executive - Independent Director	16-03-2015		5	5	8	3
Mr.	Arjun Gupta	BATPG1033R	07320919	Non-Executive - Independent Director	28-10-2015		5	2	0	0
Mr.	Sanjeev Agri	AAAPA2497D	00022065	Non-Executive - Independent Director	09-11-2016		5	6	5	2
Mr.	Sudip Banerjee	AANPB2951Q	05245757	Non-Executive - Independent Director	20-05-2017		5	4	2	0



§ PAN number of any director would not be displayed on the website of Stock Exchange
 & 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.
 † Includes No. of Chairmanship in Public Companies.

F. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) *
1. Audit Committee	Mukund Manohar Chitale	Chairperson, Non-Executive - Independent Director
	Samir Thakorbhai Desai	Member, Non-Executive - Independent Director
	Sekharipuram Narayanan Subrahmanyam	Member, Non-Executive - Non Independent Director
	Vedika Bhandarkar	Member, Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Samir Thakorbhai Desai	Chairperson, Non-Executive - Independent Director
	Anilkumar Mandhavi Naik	Member, Non-Executive - Non Independent Director
	Sekharipuram Narayanan Subrahmanyam	Member, Non-Executive - Non Independent Director
3. Stakeholders Relationship Committee	Arjun Gupta	Member, Non-Executive - Independent Director
	Vedika Bhandarkar	Chairperson, Non-Executive - Independent Director
	Sanjay Jalona	Member, Executive Director
4. Corporate Social Responsibility Committee	Aftab Zaid Lillah	Member, Executive Director
	Sanjay Jalona	Chairperson, Executive Director
	Arjun Gupta	Member, Non-Executive - Independent Director
	Aftab Zaid Lillah	Member, Executive Director

§ 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)	
May 4, 2017	July 14, 2017	80	
-	August 24, 2017	30	
IV. Meeting of Committees : Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholder Relationship Committee			
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 (July 24, 2017)	All members were present	May 03, 2017	81
Nomination & Remuneration Committee (July 24, 2017)	All members were present	May 04, 2017	80
Nomination & Remuneration Committee (August 24, 2017)	2 Members were present		30
* 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			
1. 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.			
2. 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) Regulations, 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 Kool Company Secretary & Compliance Officer			

Affirmations to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES
<p>For Larsen & Toubro Infotech Limited</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: left;">  <p>Manoj Koul Company Secretary & Compliance Officer</p> </div> <div style="text-align: center;">  </div> </div>		