

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of L&T Technology Services Limited will be held at L&T House, Ballard Estate, Mumbai – 400 001 on Wednesday, January 13, 2016 at 5.00 p.m. to transact the following business:

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(b) and other applicable provisions if any, of the Companies Act, 2013, approval be and is hereby given for the consolidation of paid-up capital of the Company of Rs. 300,00,00,000/- consisting of 30,00,00,000 (Thirty Crore) equity shares of ₹ 10 (Rupees ten) each into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of ₹ 40/- (Rupees Forty) each.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary be and is hereby authorised to file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary be and are hereby authorised to sign and execute such paper(s), document(s), deed(s), instrument(s) as may be necessary with regard to the consolidation of capital as aforesaid and to do all such acts, matters and deeds as may be necessary in the process of consolidation of existing issued, subscribed and paid up equity share capital from face value of ₹ 10/- per equity share to face value of ₹ 40/- per equity share.”

2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) approval of the Company be and is hereby given for reclassifying the authorised share capital of the Company of ₹ 1050,00,00,000/- (One Thousand Fifty Crores only) consisting of

30,00,00,000 (Thirty Crore) equity shares of ₹ 10/- each into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of the face value of ₹ 40/- each and 75,00,00,000 (Seventy - Five Crore) preference shares of ₹ 10/- each, accordingly the clause V of the Memorandum of Association be substituted by the following new clause:

V. The Authorized Share Capital of the Company is ₹ 1050,00,00,000 (Rupees One Thousand Fifty Crores only) consisting of 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of the face value of ₹ 40/- each and 75,00,00,000 (Seventy - Five Crore) preference shares of ₹ 10/- each.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary be and is hereby authorised to file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Sections 391 to 394 read with Sections 100 to 104 & all other applicable provisions of the Companies Act, 1956, and the Companies Act, 2013 and the rules & regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association of the Company and subject to the requisite approvals / sanction of the competent High Court, statutory authorities, banks, financial institutions and creditors of the Company, The Consent of the Company be and is hereby accorded to a Scheme of Arrangement of L&T Technology Services Limited ('Company') for reducing the Share Capital of the Company from Rs.300,00,00,000/- (Rupees Three Hundred Crores Only) (7.5 crore equity shares carrying face value of Rs.40/- each) to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) (7.5 crore equity shares carrying face value of Rs.2/- each) by transferring Rs. 285,00,00,000/- (Rupees Two Hundred and Eighty Five Crores only) into the Securities Premium Account of the Company.

**RESOLVED FURTHER THAT** subject to the sanction of the competent High Court and all other requisite statutory authorities, the draft Scheme of Arrangement as placed before this meeting be and is hereby approved and any one of the Directors of the Company or Mr. P Ramakrishnan, Head of Finance & Accounts be and are hereby appointed as the 'Authorised Representatives' of the Company with respect to this resolution.

**RESOLVED FURTHER THAT** the Authorised Representatives be and are hereby jointly and/or severally authorized to take all the necessary steps in connection with:-

1. Doing all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, Companies Act, 1956 and the Companies Act, 2013 including finalizing/modifying/filing of the Company Application / Company Summons for Directions supported by an affidavit, before the competent High Court for the purposes of dispensing with the requirement of holding meetings of Shareholders and Creditors of the Company;
2. Filing the Scheme and/or any other information/details with any regulatory authority or agency to obtain approval or sanction to any provisions of the Scheme or for giving effect thereto;
3. Making any modifications, changes, variations, alterations or revision in the Scheme as may be expedient or necessary, particularly for satisfying the requirements and conditions imposed by the competent High Court or any other authority as may be required for approving the Scheme, subject to the approval of the competent High Court;
4. Filing of the Company Scheme Petition before the competent High Court for sanctioning the Scheme of Arrangement;
5. Signing, executing and delivering the Company Application / Company Summons for Directions, Company Petition / Company Scheme Petition, any form, affidavit or any other such document whether required as an annexure or original or as a certified true copy;
6. Declaring and filing all pleadings, reports and signing and issuing public advertisements and notices;
7. Appointment of any Consultant, Lawyers/ Advocates, Practicing Company Secretary, Valuers and other professionals, as may be required from time to time and to fix their remuneration;
8. Delegating the powers vested in each one of them jointly and severally to any employee of the Company, consultant, advocate, lawyer, practicing company secretary, whether by way of a Power of Attorney/ Vakalatnama/ Resolution/Letter of Authority or any other document;
9. Authorizing any person to represent the Company before the Registrar of Companies, Regional Director, Official Liquidator, High Court or any other statutory authority, as and when required;
10. Representing the Company before the competent High Court and any other regulatory authorities including Central or State Government, Regional Director, Ministry of Corporate Affairs, Registrar of Companies and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions and letters, to finalise and execute all necessary applications/documents/papers for and on behalf of the Company and

do all such acts, deeds, matters and things, whatsoever, including settling any questions, doubt or difficulty that may arise with regard to or in relation to the Scheme as may be necessary and proper to give effect to the above resolution.

**RESOLVED FURTHER THAT** M/s. Manilal Kher Ambalal & Co., Advocates, Solicitors & Notary, be and are hereby appointed as Advocates to act, appear and plead in all matters relating to arrangement between the Company and its shareholders and creditors and to make applications, petitions, etc. to the High Court of Judicature at Bombay and/or other authorities as may be required under law.

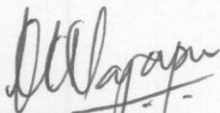
**RESOLVED FURTHER THAT** any one of the Directors of the Company, Mr. P Ramakrishnan, Head of Accounts & Finance be and are hereby severally authorized to give certified true copies of the above resolution.”

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

“**RESOLVED THAT** upon the Scheme of Arrangement for reduction of capital finally becoming effective and pursuant to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and/or the Companies Act, 2013 and of the Articles of Association of the Company, the nominal face value of the equity shares of Rs.40/- (Rupees Forty only) each of the Company be and shall stand reduced to Rs. 2/- (Rupees Two only) per share, accordingly, Clause V of the Memorandum of Association be substituted by the following new clause:

“V. The Authorized Share Capital of the Company is Rs. 1050,00,00,000/- (Rupees One Thousand Fifty Crores only) consisting of 150,00,00,000 (One Hundred Fifty Crores) equity shares of the face value of Rs.2/- each and 75,00,00,000 (Seventy Five Crore) preference shares of Rs. 10/- each”.

For **L&T TECHNOLOGY SERVICES LIMITED**

  
**V.K.MAGAPU**  
**DIRECTOR**  
**(DIN: 00001658)**

Place: Mumbai  
Date : January 13, 2016

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND WHERE THAT IS ALLOWED TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A 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.
- THE MEETING IS BEING CALLED AT SHORTER NOTICE IN VIEW OF THE URGENCY OF BUSINESS TO BE TRANSACTED

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under Item No. 1 & 2 of the accompanying Notice.

### **Item No.1 & 2:-**

The Company proposes to apply for listing of its equity shares through an Initial Public Offering for shares ("IPO") in near future, therefore it is proposed to re-classify the authorised capital and further consolidate the paid-up share capital of the Company.

Therefore, the Board recommends passing of the resolution(s) for Reclassification & Consolidation of the Share Capital the Company to the Shareholders for their approval from 30 crore equity shares of Rs.10/- each to 7.50 crore equity shares of Rs. 40/- each.

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 except to the extent of the shareholding in the Company.

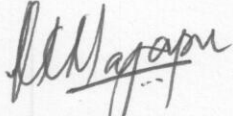
### **Item No.3&4:-**

The Company is in process of considering and approving a proposal to apply for listing of its equity shares through an Initial Public Offering for shares ("IPO"). The shares are likely to be issued at a premium to the face value of the shares, considering its performance and other parameters considered for valuation of the shares of a company. The expected issue price at the current face value of the equity share capital of the Company i.e. Rs. 40/- per equity share may not attract sufficient retail participation of the small time investors/ general public in the proposed IPO. Hence it is proposed that the face value of the equity shares of the Company be reduced from Rs. 40/- per equity share to Rs. 2/- per equity share in order to attract retail participation and encourage small time investors and the public at large to subscribe to the equity shares of the Company proposed to be listed under the IPO of the Company. Hence it is proposed to reduce the capital through a Scheme of Arrangement to be by the Honorable High Court of Bombay.

The Board recommends passing of the resolution(s) for Reduction of the Share Capital and change in capital clause for the approval of the Shareholders.

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 except to the extent of the shareholding in the Company.

For **L&T TECHNOLOGY SERVICES LIMITED**

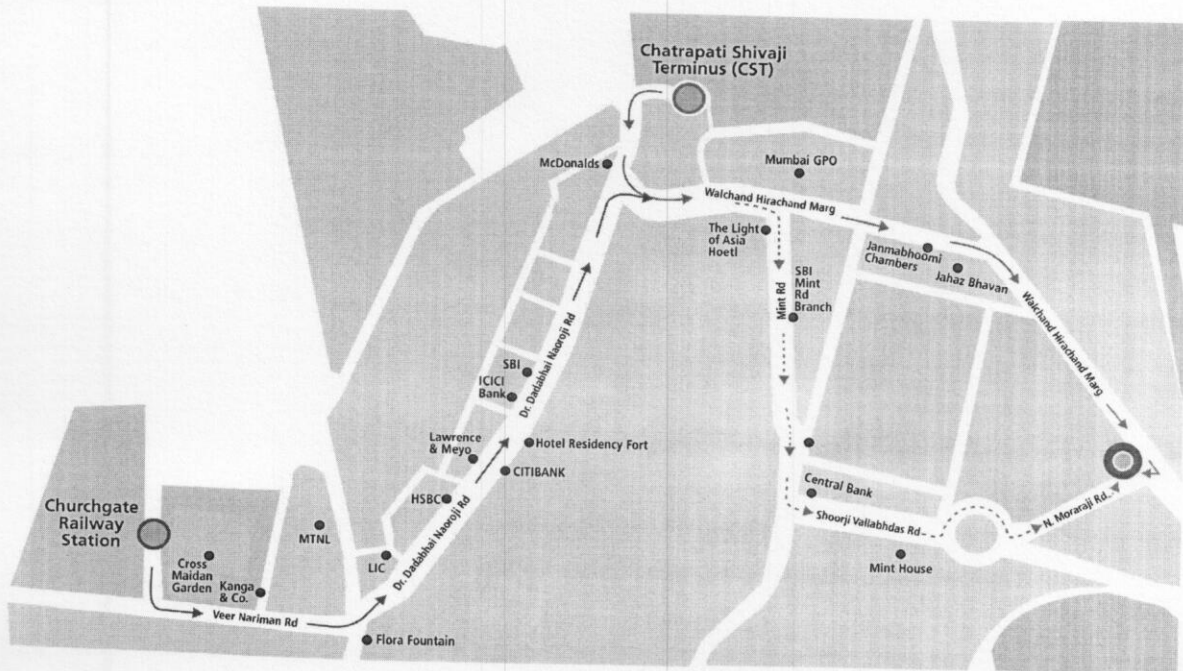


**V.K.MAGAPU**  
**DIRECTOR**  
**(DIN: 00001658)**

Place: Mumbai

Date: January 13, 2016

**Route Map to the AGM Venue**







**L&T Technology Services**

**ATTENDANCE SLIP**

**L&T TECHNOLOGY SERVICES LIMITED**

CIN: U72900MH2012PLC232169

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

Folio No.	
No. of Shares	

NAME AND ADDRESS OF  
REGISTERED SHAREHOLDER

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at L&T House, Ballard Estate, Mumbai – 400 001 o **Wednesday, January 13, 2016** at **5.00 p.m.**

\_\_\_\_\_  
Signature

Note: Please complete this and hand it over at the entrance of the hall.

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

#### L&T TECHNOLOGY SERVICES LIMITED

CIN: U72900MH2012PLC232169

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No.	

I/We, being the member(s) of \_\_\_\_\_ shares of L&T TECHNOLOGY SERVICES LIMITED, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at L&T House, Ballard Estate, Mumbai – 400 001 on \_\_\_\_\_ day, \_\_\_\_\_, 2016 at \_\_\_\_ p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1	Consolidation of Equity Share Capital		
2	Reclassification of share capital		
3	Arrangement between LTTS and its shareholders & creditors		
4	Change in Capital Clause of Memorandum of Association		

Signed this .....day of .....2015 Signature of shareholder.....

Affix a  
1 Rupee  
Revenue  
Stamp

Signature of proxy holder(s)

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.

- (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.