

August 8, 2017

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra(East), Mumbai – 400 051.
NSE Symbol: LTTS

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
BSE Script Code: 540115

Dear Sirs,

Sub: Notice of 5th Annual General Meeting of the Company


This has reference to our earlier letter on July 21, 2017 submitted to you , wherein we had intimated about our 5th Annual General Meeting which is schedule on Wednesday, 23rd August 2017 at St. Andrew's Auditorium, St. Dominic Rd, Bandra West, Mumbai. In connection with the same attached herewith the Notice of the said Annual General Meeting for your information and records.

The said Notice is already uploaded on the website of the Company.

Please take note of the above.

Thanking You,

Yours sincerely,
For L&T Technology Services Limited


Kapil Bhalla
Company Secretary
(M.no. F3485)



Notice

NOTICE is hereby given that the **FIFTH ANNUAL GENERAL MEETING** of **L&T TECHNOLOGY SERVICES LIMITED** will be held at **St. Andrew's Auditorium, St. Dominic Rd, Bandra West, Mumbai - 400 050, Maharashtra** on **Wednesday, August 23, 2017** at **3.00 P.M** to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the Reports of the Auditors thereon for the year ended March 31, 2017;
2. To declare a dividend on equity shares for the financial year 2016-17;
3. To appoint a Director in place of Mr. A. M. Naik (DIN: 00001514) who retires by rotation and is eligible for re-appointment;
4. To appoint a Director in place of Mr. Amit Chadha (DIN: 07076149) who retires by rotation and is eligible for re-appointment;
5. To appoint M/s. Sharp & Tannan, Chartered Accountants (ICAI Reg. No. 109982W) as statutory auditors and fix their remuneration and for that purpose to pass with or without modification (s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sharp & Tannan, Chartered Accountants (ICAI Registration No.109982W), the Company's Statutory Auditors who hold office upto the date of this Annual General Meeting and, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act, and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions, and as are agreed to by the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof), the consent of the Company be and is hereby accorded to the Board to revise, the terms of appointment/remuneration of Dr. Keshab Panda, Chief Executive Officer & Managing Director of the Company as explained in the Statement annexed to the Notice of the Meeting in terms of Section 102 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

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

"RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act, and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions, and as are agreed to by the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof), the consent of the Company be and is hereby accorded to the Board to revise, the terms of appointment/remuneration of Mr. Amit Chadha, President- Sales &

Business Development and Whole-Time Director of the Company, as explained in the Statement annexed to the Notice of the Meeting in terms of Section 102 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

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

“**RESOLVED THAT** subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Non – Executive Directors of the Company be paid, in addition to the sitting fees for attending the meetings of the Board or Committees thereof, a commission from financial year 2016-17 of an amount not exceeding the limit of 1% of the net profits of the Company per annum in aggregate.”

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

KAPIL BHALLA
COMPANY SECRETARY
(M.No.F3485)

Date: May 3, 2017
Place: Mumbai

NOTES:

- a) The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards 2 on General Meetings, regarding the Directors who are proposed to be appointed/ re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 6, 7 and 8 set out above are annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT PROXY NEED NOT BE A MEMBER. 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.

Proxies in order to be effective must be received at the Registered Office of the Company at L&T House, Ballard Estate, Mumbai 400001 not less than forty eight hours before the commencement of the Meeting i.e. by 3 p.m. on August 21, 2017.

- c) The Register of Members and Transfer Books of the Company will be closed from Thursday, August 17, 2017 to Wednesday, August 23, 2017 (both days inclusive).
- d) Members are requested to furnish bank details, e-mail address, change of address etc. to the Company's Registrar & Transfer Agents: **Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032**, so as to reach them latest by Wednesday, August 16, 2017, in order to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, Members holding shares in demat mode should update their records at the earliest.
- e) In order to receive copies of Annual Reports and other communication through e-mail, Members are requested to register their e-mail addresses with the Company by sending an e-mail to investor@LntTechservices.com
- f) Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
- g) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- h) There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Members who have not encashed their 2nd interim dividend warrants pertaining to the year 2016-17 may approach the Company/ its Registrar, for obtaining payments thereof.

- i) Investor Grievance Redressal:
The Company has designated an exclusive e-mail id viz. investor@LntTechservices.com to enable Investors to register their complaints, if any.
- j) E-voting:
The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 on

General Meetings and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The facility for voting through electronic voting system ('Insta Poll') shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through 'Insta Poll'. Please note that the voting through electronic means is optional for shareholders.

A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date of Wednesday, August 16, 2017 shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The Notice will be displayed on the website of the Company www.inttechservices.com and on the website of Karvy.

The Members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on August 19, 2017 at 9.00 a.m and ends on August 22, 2017 at 5.00 p.m. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of Wednesday, August 16, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on August 16, 2017, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date i.e Wednesday, August 16, 2017 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

However, members who are already registered with Karvy for remote e-voting can use their existing user ID and password for casting their vote. In case they don't

remember their password, they can reset their password by using "Forgot User Details/ Password" option available on <https://evoting.karvy.com>

The Company has appointed Alwyn D'souza, Practicing Company Secretary (Membership No. FCS 5559) or failing him Vijay Sonone, Practicing Company Secretary of Alwyn D'Souza & Co, to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. S. V. Raju, Deputy General Manager (Unit: L & T Technology Service Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone No. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

The Company is pleased to provide Web Check-in facility to its members to enable speedy and hassle free entry to the venue of the Annual General Meeting (the "Meeting"). This facility offers online pre-registration of Members for attending the Meeting and generates pre-printed Attendance Slips for presentation at the venue of the Meeting.

Members may avail the said Web Check-in facility from 9:00 a.m. on August 19, 2017 to 5:00 p.m. on August 22, 2017.

The procedure to be followed for Web Check-in is as follows:

- a. Log on to <https://karisma.karvy.com> and click on "Web Check-in for General Meetings (AGM/EGM/CCM)".
- b. Select event / name of the Company: L&T Technology Services Limited
- c. Pass through the security credentials, viz., DP ID / Client ID / Folio No. entry, and PAN No & "CAPTCHA" as directed by the system and click on "Submit" button.
- d. The system will validate the credentials. Then click on "Generate my Attendance Slip" button.
- e. The Attendance Slip in PDF format will be generated.
- f. Select the "PRINT" option for direct printing or download and save for printing the Attendance Slip.

Members are requested to follow the instructions below to cast their vote through e-voting:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the event/L&T Technology Services Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".

- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email alwyn.co@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "L&T Technology Services Limited 5th AGM".

B. In case a Member receives physical copy of the Notice of AGM (for Members whose e-mail addresses are not registered with the Company/Depository Participants):

- i. Initial password, is provided as below, in the enclosed attendance slip:

EVEN (E-Voting Event Number)	User ID	Password

- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

Based on the report received from the scrutinizer the Company will submit within 48 hours of the conclusion of the Meeting to the stock exchanges details of the voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.inttechservices.com and on the website of Karvy Computershare Private Limited and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT

As required by Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under items No. 6, 7 and 8 of the accompanying Notice dated May 3, 2017.

ITEM NO. 6

The Members had approved the appointment of Dr. Keshab Panda as the Chief Executive & Whole Time Director of the Company in its meeting held on January 10, 2015 for a period of 3 (Three) years with effect from January 10, 2015. The terms and conditions of appointment of Dr. Keshab Panda including remuneration were also approved by the Members in its meeting held on February 18, 2015. Further, the Board had re-designated Dr. Keshab Panda as the Chief Executive Officer and Managing Director of the Company in its meeting held on January 21, 2016. The terms & conditions of his appointment remained unchanged.

Subsequently, the Board of Directors of the Company at its meeting held on July 15, 2016 had ratified the amendment in his terms of remuneration with effect from April 1, 2015. The Members ratified the amended terms of remuneration of Dr. Keshab Panda in the Annual General Meeting held on July 15, 2016.

Since the managerial compensation structure of Dr. Keshab Panda was found to be skewed heavily towards Variable Pay – as compared to the managerial structure followed by a few of the Company's peers - the Board of Directors in its meeting held on November 10, 2016 and subsequently in its meeting held on May 3, 2017 proposed to revise the compensation structure of Dr. Keshab Panda in line with the prevailing managerial compensation trends in the IT sector, subject to the approval of the Members. Part III, of Schedule V of the Companies Act, 2013 read with Secretarial Standard 2 on General Meetings provide that the appointment and remuneration of Managing Directors and Whole – time Directors in accordance with Part I and Part II of the Schedule V shall be subject to approval of resolution of the shareholders in a General Meeting.

The term of appointment of Dr. Keshab Panda remained unchanged i.e. upto January 9, 2018.

The revised terms and conditions of appointment of Dr. Keshab Panda, CEO & Managing Director of the Company, are as specified in the Amendment Agreement entered into with him and the details of the remuneration payable to Dr. Keshab Panda with effect from April 1, 2016 and April 1, 2017 are as under:

Base Salary: With effect from April 1, 2016, USD 6,30,000/- (USD Six lakhs Thirty Thousand only) per annum. With effect from April 1, 2017, USD 6,60,000/- (USD Six lakhs Sixty Thousand only) per annum.

Retention Pay: USD 2,00,000/- (USD Two Lakhs only) per annum; however the Retention Pay of USD 2,00,000/- per annum will be withdrawn effective April 1, 2017, being the

first vesting year of the ESOPs granted to the CEO & Managing Director under the Employee Stock Option Scheme - 2016.

The above prerequisites will exclude value of Stock Options benefits, if any, computed as per Income Tax/Rules, tax on which will be borne by the Company.

Variable Remuneration: With effect from April 1, 2016, Maximum upto USD 1,75,000/- per annum & with effect from April 1, 2017, USD 2,00,000/- per annum, based on the parameters as prescribed by the Company and at the Company's sole discretion.

Profit Sharing Incentive: The CEO & Managing Director will be eligible to be considered for a Profit Sharing Incentive at the rate of 0.2% of Company's Standalone Profit after Tax (PAT). Standalone PAT will be calculated in conformance with the Companies Act, 2013 and the employee shall have no role in determining the PAT. All Profit sharing incentive payments, and the timing for such payments, will be at the Company's sole discretion.

Brief Profile of Dr. Keshab Panda:

Dr. Keshab Panda is the Chief Executive Officer and Managing Director of our Company. Dr. Panda has over 31 years of global industry experience in research, conceptualising, creating, operationalising and turning around complex technology and engineering services businesses. He has obtained a graduate degree of technology in aeronautical engineering from Anna University, Chennai, and a post graduate degree in aerospace engineering from Indian Institute of Science, Bangalore. He obtained his Doctor of Philosophy from the Indian Institute of Technology, Bombay. He also holds an advanced management degree from the Aresty Institute of Executive Education, The Wharton School, University of Pennsylvania. He started his career as a research scientist in Indian Space Research Organization and worked at the Aeronautical Development Agency, Ministry of Defence, Government of India, as a scientist/engineer for over 8 years. Dr. Panda led L&T Technology Services through a high profile Initial Public Offering (IPO) in India and successfully listed the company on the National Stock Exchange and the Bombay Stock Exchange.

The Agreement entered into between the Company and Dr. Keshab Panda is available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and holidays between 11.00 A.M. and 1.00 P.M., up to the date of the Annual General Meeting.

The Board recommends approval of the remuneration of Dr. Keshab Panda by the Members through Ordinary Resolution set forth in Item No. 6 of the Notice.

This may be treated as an abstract of the terms and conditions governing the variation in the payment of remuneration to Dr. Keshab Panda pursuant to Section 190 of the Companies Act, 2013 and other applicable provisions of the Act, if any.

Save and except Dr. Keshab Panda, none of the Directors or Key Managerial Personnel of the Company including their relatives are in anyway concerned or interested in the Resolution.

ITEM NO. 7

The Members had approved the appointment of Mr. Amit Chadha (DIN: 07076149), as the Whole-time Director of the Company in its meeting held on January 10, 2015 for a period of three years with effect from February 1, 2015. The terms and conditions of his appointment including remuneration were also approved by the Members in their meeting held on February 18, 2015.

Subsequently, the Board of Directors of the Company at its meeting held on July 15, 2016 ratified the amendment in his terms of remuneration with effect from July 1, 2015. The Members ratified the amended terms of remuneration of Mr. Amit Chadha in the Annual General Meeting of the Company held on July 15, 2016.

In the Board meeting held on November 10, 2016, Mr. Amit Chadha was re-designated as President-Sales & Business Development and Whole-Time Director of the Company. The term of appointment of Mr. Amit Chadha as Whole Time Director remained unchanged i.e. upto January 31, 2018.

Further since the managerial compensation structure of Mr. Amit Chadha was found to be skewed heavily towards Variable Pay as compared to the remuneration structure followed by a few of the Company's peers, the Board of Directors at its meeting held on November 10, 2016 approved the revision in the compensation structure of Mr. Amit Chadha with effect from July 1, 2016, and subsequently, in its meeting held on May 3, 2017, further approved the revision in the compensation structure with effect from July 1, 2017 in line with the prevailing trends in IT sector, subject to the approval of Shareholders. All other terms and conditions of the appointment will remain unchanged. Part III, of Schedule V of the Companies Act, 2013 read with Secretarial Standard 2 on General Meetings provide that the appointment and remuneration of Managing Directors and Whole-Time Directors in accordance with Part I and Part II of the Schedule V shall be subject to approval of resolution of the shareholders in a General Meeting.

The revised terms and conditions of appointment of Mr. Amit Chadha as President-Sales & Business Development and Whole-Time Director of the Company are as specified in the Amendment Agreement entered into with him and the following are the details of remuneration with effect from July 1, 2016 and July 1, 2017:

Fixed Compensation: With effect from July 1, 2016, USD 4,10,000/- (USD Four Lakhs Ten Thousand only) per annum. With effect from July 1, 2017, USD 4,35,000/- (USD Four Lakhs Thirty Five Thousand only) per annum.

Retention Pay: USD 60,000/- (USD Sixty Thousand only) per annum; however the Retention Pay of USD 60,000/- per annum

will be withdrawn effective April 1, 2017, being the first vesting year of the ESOPs granted to the President-Sales & Business Development and Whole-Time Director of the Company, under the Employee Stock Option Scheme - 2016.

The above excludes value of Stock Options benefits, if any, computed as per Income Tax/Rules, tax on which will be borne by the Company.

Variable Compensation: With effect from July 1, 2016, Maximum up to USD 2,45,000/- per annum & with effect from July 1, 2017, USD 2,70,000/- per annum, based on Sales Performance incentive and Functional Performance incentive as prescribed by the Company and at the Company's sole discretion.

Brief Profile of Mr. Amit Chadha:

Mr. Amit Chadha is a Whole-time Director of L&T Technology Services Limited and is part of the management team providing business leadership, market direction and strategic vision to the Company. In his current role as President, Sales and Business Development, Mr. Amit Chadha is responsible for helping global R&D customers and Fortune 500 companies leverage L&T Technology Services' digital engineering offerings for their strategic differentiation and product development. Mr. Amit Chadha joined L&T Technology Services in 2009, as its Business Head of Americas. Over the years, he has progressively taken on increased responsibility for the Company's business worldwide and helped in its growth, both organically and via acquisitions. Mr. Amit Chadha's career which spans over two decades is marked with significant achievements. He has managed P&L for multiple business units, led organisation-wide strategic initiatives, business development and relationship management activities. He is certified under the Global Business Leadership Executive Program with Harvard Business School Publishing and holds a Degree in Electrical and Electronics Engineering from BIT Mesra. Mr. Amit Chadha is currently based in Washington DC.

The Agreement entered into between the Company and Mr. Amit Chadha is available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and holidays between 11.00 A.M. and 1.00 P.M., up to the date of the Annual General Meeting.

The Board recommends approval of the remuneration of Mr. Amit Chadha by the Members through Ordinary Resolution set forth in Item No. 7 of the Notice.

This may be treated as an abstract of the terms and conditions governing the variation in the payment of remuneration to Mr. Amit Chadha pursuant to Section 190 of the Companies Act, 2013 and other applicable provisions of the Act, if any.

Save and except Mr. Amit Chadha, none of the Directors or Key Managerial Personnel of the Company including their relatives are in anyway concerned or interested in the Resolution.

ITEM NO. 8

Presently the Non-Executive Directors of the Company are not paid any remuneration in form of commission. The compensation payable to the Non-Executive Directors of companies should be adequate to attract independent professionals to take up these positions. This practice of payment of remuneration to Non-Executive Directors has been adopted by many leading companies in India.

Hence, approval of the shareholders is sought to enable the Company to make payment of remuneration in the form of commission to Non-Executive Directors, commensurate with their enhanced role and involvement, in any case not exceeding the limit of 1% of the net profits of the Company per annum in the aggregate as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations). The quantum of remuneration payable to each of the Non-Executive Directors vary from year to year.

The Directors recommend the resolution for approval of shareholders.

Except all Non-Executive Directors, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the Resolution.

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

Date: May 3, 2017
Place: Mumbai

KAPIL BHALLA
COMPANY SECRETARY
(M.No.F3485)

(ANNEXURE TO NOTICE DATED MAY 3, 2017)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. A. M. Naik	Dr. Keshab Panda	Mr. Amit Chadha
Date of Birth	June 9, 1942	October 1, 1958	October 2, 1972
Date of Appointment on the Board	June 27, 2014	June 14, 2012	February 1, 2015
Qualifications	B.E (Mech.)	B Tech, ME, PhD from IIT Bombay and Advanced Management Degree (Wharton Business School.)	B.E (Electrical and electronics)
Expertise	Diversified and vast experience in general management, Technology and Engineering & Construction.	Diversified and global business experience in research, conceptualizing, creating, operationalizing and turning around complex technology and engineering services businesses.	Diversified and vast experience in business development and relationship management activities.
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	Larsen & Toubro Limited Larsen & Toubro Infotech Limited L&T Realty Limited	Nil	Nil
Memberships/ Chairmanships of committees across all companies	Membership in Nomination & Remuneration Committee - Larsen & Toubro Limited Larsen & Toubro Infotech Limited L&T Technology Services Limited	Membership in Corporate Social Responsibility Committee and Stakeholders Relationship Committee of L&T Technology Services Limited	Nil
Number of Meetings attended during the year	5 out of 5 meetings	5 out of 5 meetings	5 out of 5 meetings
Shareholding of Non- Executive Directors	None	None	None
Relationships between directors inter-se	Nil	Nil	Nil

ROUTE MAP OF THE AGM

